COMMITTEE ON NATURAL RESOURCES 113th Congress Disclosure Form As required by and provided for in House Rule XI, clause 2(g) and the Rules of the Committee on Natural Resources

Oversight Hearing on: "Child Protection and the Justice System on the Spirit Lake Indian Reservation" Tuesday, June 24, 2014

For Individuals:
1. Name:
2. Address:
3. Email Address:
4. Phone Number:
* * * *
For Witnesses Representing Organizations:
1. Name: Anita Fineday
2. Name of Organization(s) You are Representing at the Hearing: Casey Family Programs
3. Business Address:
4. Business Email Address:
5. Business Phone Number: Cell:

For all Witnesses

Ms. Anita Fineday JD, MPA - Casey Family Programs

Oversight Hearing on: "Child Protection and the Justice System on the Spirit Lake Indian Reservation" Tuesday, June 24, 2014

a. Any training or educational certificates, diplomas or degrees or other educational experiences that are relevant to your qualifications to testify on or knowledge of the subject matter of the hearing.

I am an attorney licensed to practice law in the State of Minnesota since 1989. I completed a Master's degree in Public Administration at the Kennedy School of Government of Harvard University in 1997.

- b. Any professional licenses, certifications, or affiliations held that are relevant to your qualifications to testify on or knowledge of the subject matter of the hearing.
- c. Any employment, occupation, ownership in a firm or business, or work-related experiences that relate to your qualifications to testify on or knowledge of the subject matter of the hearing.

I served as the Chief Judge for the White Earth Tribal Nation for 14 years presiding over hundreds of hearings involving child protection matters. I joined Casey Family Programs as the Managing Director of the Indian Child Welfare Program in 2011. In this role I work as part of a team seeking to safely reduce the number of American Indian/Alaska Native youth in foster care, increase the capacity of tribes to meet the needs of their youth, and increase ICWA compliance.

d. Any federal grants or contracts (including subgrants or subcontracts) from the Department of Interior that you have received in the current year and previous four years, including the source and the amount of each grant or contract.

None for Casey Family Programs, where I have been employed since 2011. In my position as Chief Judge for the White Earth Tribal Nation, a small portion of the court's funding was from the BIA. The funding came in the form of a Self-Governance compact. I am unable to state with any certainty the amount of the BIA funding for the tribal court. I can say that it was a small portion of our annual operating budget.

- e. A list of all lawsuits or petitions filed by you against the federal government in the current year and the previous four years, giving the name of the lawsuit or petition, the subject matter of the lawsuit or petition, and the federal statutes under which the lawsuits or petitions were filed.

 None.
- f. A list of all federal lawsuits filed against you by the federal government in the current year and the previous four years, giving the name of the lawsuit, the subject matter of the lawsuit, and the federal statutes under which the lawsuits were filed.

 None.
- g. Any other information you wish to convey that might aid the Members of the Committee to better understand the context of your testimony.

Witnesses Representing Organizations

Ms. Anita Fineday JD, MPA - Casey Family Programs

Oversight Hearing on: "Child Protection and the Justice System on the Spirit Lake Indian Reservation" Tuesday, June 24, 2014

h. Any offices, elected positions, or representational capacity held in the organization(s) on whose behalf you are testifying.

I hold no offices or elected positions within Casey Family Programs; I am employed by Casey Family Programs as Managing Director, Indian Child Welfare Program. Casey Family Programs is a private operating foundation within the meaning of Section 4942(j)(3), and exempt from federal income tax under Section 501(c)(3), of the Internal Revenue Code. Therefore, Casey cannot and does not support or oppose candidates for political office, does not attempt to influence legislation, and does not urge the public to contact legislators or their staffs to urge support or opposition to any legislation.

i. Any federal grants or contracts (including subgrants or subcontracts) from the Department of Interior that were received in the current year and previous four years by the organization(s) you represent at this hearing, including the source and amount of each grant or contract for each of the organization(s).

Casey Family Programs and the Department of the Interior are parties to an Assignment Agreement under Title IV of the Intergovernmental Personnel Act of 1970, which places a Casey Family Programs employee at the Bureau of Indian Affairs, with all costs paid by Casey Family Programs.

- j. A list of all lawsuits or petitions filed by the organization(s) you represent at the hearing against the federal government in the current year and the previous four years, giving the name of the lawsuit or petition, the subject matter of the lawsuit or petition, and the federal statutes under which the lawsuits or petitions were filed for each of the organization(s).

 None.
- k. A list of all federal lawsuits filed against the organization(s) you represent at the hearing by the federal government in the current year and the previous four years, giving the name of the lawsuit, the subject matter of the lawsuit, and the federal statutes under which the lawsuits were filed.

 None.
- l. For tax-exempt organizations and non-profit organizations, copies of the three most recent public IRS Form 990s (including Form 990-PF, Form 990-N, and Form 990-EZ) for each of the organization(s) you represent at the hearing (not including any contributor names and addresses or any information withheld from public inspection by the Secretary of the Treasury under 26 U.S.C. 6104)).

The IRS Form 990-PF for years 2010, 2011 and 2012 are the most recent public IRS Forms Casey Family Programs has filed with the IRS; they have been submitted with this Disclosure form.

"PUBLIC INSPECTION COPY"

990-PF

OMB No. 1545-0052

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements. Department of the Treasury Internal Revenue Service

_		lendar year 2011 or tax year beginning			, 2011,	, and ending	1_		, 20
	Name	e of foundation					1	A Employer identific	
_	CAS	EY FAMILY PROGRAMS						91-0793881	<u> </u>
	Numb	per and street (or P.O. box number if mail is not delive	red to stre	et address)		Room/suite		B Telephone numbe	r (see instructions)
								(20	6) 282-7300
	200	1 EIGHTH AVE, SUITE 2700							
	City c	or town, state, and ZIP code							
							1	If exemption applicat pending, check here	
	SEA'	TTLE, WA 98121-2641		1					
G	Che	ck all that apply: Initial return		Initial return	of a former p	ublic charity	/ c	1. Foreign organizati	ons, check here
		Final return		Amended re	turn			2. Foreign organizat	
_		Address change		Name change				85% test, check he computation	
H	_Che	ck type of organization: X Section 501(c)(3) ex	cempt private f	oundation		E	If private foundation	status was terminated
\perp		ection 4947(a)(1) nonexempt charitable trust		ther taxable pr				under section 507(b)	►
I					ash 🔀 Acc	rual	F	If the foundation is i	n a 60-month termination
		ear (from Part II, col. (c), line	ther (sp	ecify)			_	under section 507(b)	(1)(B), check here
			column	(d) must be on	cash basis.)				
l	art	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d)	(a) F	Revenue and	(b) Net inve	estment	(c)	Adjusted net	(d) Disbursements for charitable
		may not necessarily equal the amounts in	èxp	penses per	incom		income		purposes
_		column (a) (see instructions).)		books					(cash basis only)
	1	Contributions, gifts, grants, etc., received (attach schedule)		3,228,549.					
	2	Check if the foundation is not required to attach Sch. B		1 000		1 000		1 000	
	3	Interest on savings and temporary cash investments		1,203.		1,203.		1,203.	
	4	Dividends and interest from securities	3.	1,044,914.	39,33	7,820.		39,337,820.	
	5 a	Gross rents							
	b	Net rental income or (loss)		. 050 200					
ne		Net gain or (loss) from sale of assets not on line 10 Gross sales price for all 1,527,997,815	T:	5,859,302.					
èn	5	assets on line 6a			10.00	. =			
Revenue	7	Capital gain net income (from Part IV, line 2)			48,93	4,766.		6 200 401	
	8	Net short-term capital gain						6,388,491.	
	9	Income modifications Gross sales less returns						60,513.	
	10 a	and allowances							
		Less: Cost of goods sold							
	l	Gross profit or (loss) (attach schedule)		3,027,670.	27	3,898.		-463,098.	7 M O I 1
	l	Other income (attach schedule)		3,161,638.		7,687.		45,324,929.	ATCH 1
_		Total. Add lines 1 through 11		1,716,597.		0,322.		150,322.	1,566,275
		Compensation of officers, directors, trustees, etc.		9,583,824.		4,802.		2,594,802.	36,399,981
S		Other employee salaries and wages		2,520,163.		4,047.		364,047.	12,247,859
and Administrative Expenses	15	Pension plans, employee benefits		518,554.		3,950.		173,950.	344,604
xpe		Legal fees (attach schedule) ATCH 2		222,701.		3,804.		33,804.	188,897
E E		Accounting fees (attach schedule) ^{ATCH 3}		3,501,416.		6,058.		6,656,058.	1,823,781
₹		Other professional fees (attach schedule) *		, , , , , , , , , , , , , , , , , , , ,	3,33	3,000.		0,000,000.	
štra	17	Interest Taxes (attach schedule) (see instructions) **		26,015.	38	7,298.		387,298.	21,713
Ξ	18 19	Depreciation (attach schedule) and depletion	2	2,892,204.				,	,
돌	20			1,056,555.	18	9,994.		189,994.	1,765,327
ĕ	21	Occupancy Travel, conferences, and meetings		1,211,332.		3,316.		43,316.	3,827,011.
anc	22	Printing and publications		382,453.		•		,	382,453
	23	Other expenses (attach schedule) ATCH 6	41	,293,688.	8,94	8,680.		8,948,680.	43,150,289
Operating	24	Total operating and administrative expenses.			•	·		. ,	
oer		Add lines 13 through 23	115	5,925,502.	19,54	2,271.	1	19,542,271.	101,718,190.
ō	25	Contributions, gifts, grants paid		L,637,828.					1,836,328
	26	Total expenses and disbursements. Add lines 24 and 25		7,563,330.	19,54	2,271.	-	19,542,271.	103,554,518.
_	27	Subtract line 26 from line 12:			,				
		Excess of revenue over expenses and disbursements	-64	1,401,692.					
		Net investment income (if negative, enter -0-)			69,00	5,416.			
		Adjusted net income (if negative enter -0-).					- 7	25,782,658.	

010

D	art II	Ralance Sheets	Attached schedules and amounts in the description column should be for end-of-year	Beginning of year	E	End of year			
_	art II	Datatice Officets	amounts only. (See instructions.)	(a) Book Value	(b) Book Value		(c) Fair Market Value		
	1	Cash - non-interest-beari	ing	8,319,216.	8,287,19		8,287,190		
	2	Savings and temporary	cash investments	101,371,879.	65,112,02	25.	65,153,869		
	3	Accounts receivable ▶_							
		Less: allowance for dou	btful accounts ▶						
	4								
			btful accounts ▶						
	5	Grants receivable							
	6	Receivables due from	officers, directors, trustees, and other						
		disqualified persons (at	tach schedule) (see instructions)						
	7	Other notes and loans r	receivable (attach schedule)						
		Less: allowance for dou	btful accounts ▶						
S	8	Inventories for sale or us	e						
ssets	9	Prepaid expenses and d	eferred charges ATCH 7	1,015,904.	1,146,11	.6.	1,146,116		
As	10 a	Investments - U.S. and state	e government obligations (attach schedule) * * *	134,875,636.	99,231,60	8.	103,954,102		
			stock (attach schedule) ATCH 9	1,137,217,215.	1,016,504,79	7.	1,039,736,589		
	С	Investments - corporate	bonds (attach schedule) ATCH 10	287,092,668.	221,032,06	50.	234,505,635		
	11	Investments - land, buildings and equipment: basis Less: accumulated deprecia (attach schedule)	·						
	12		loans						
	13	Investments - other (atta	loans ach schedule) ATCH 11	286,707,639.	481,004,99	8.	476,322,021		
	14	Land, buildings, and equipment basis	▶ 49,443,224.				ATCH 12		
		Less: accumulated deprecia (attach schedule)	15,287,935.	35,657,921.	34,155,28	39.	30,648,269		
	15	Other assets (describe	► ATCH 13)	3,860,055.	3,626,15	8.	3,626,158		
	16	Total assets (to be	completed by all filers - see the						
		instructions. Also, see p	age 1, item I)	1,996,118,133.	1,930,100,24	1.	1,963,379,949.		
	17		accrued expenses	20,028,786.	17,131,21	.5.			
	18				1,50	00.			
S	19								
Liabilities	20		ors, trustees, and other disqualified persons						
abi	21		otes payable (attach schedule)						
Ξ	22		• ► ATCH_ 14_)	9,850,644.	11,130,51	5.			
		,							
	23	Total liabilities (add line	es 17 through 22)	29,879,430.	28,263,23	30.			
		Foundations that fol	low SFAS 117, check here ►X 24 through 26 and lines 30 and 31.						
es	24	Unrestricted		1,966,238,703.	1,901,837,01	1.			
an	25								
Balances	26								
pu	27		not follow SFAS 117,						
Fu			plete lines 27 through 31. ▶ 🔲						
or	27	Capital stock, trust princ	cipal, or current funds						
įts	28		r land, bldg., and equipment fund						
Assets	29		ulated income, endowment, or other funds						
t A	30	Total net assets or fund	I balances (see instructions)	1,966,238,703.	1,901,837,01	1.			
Ne	30 31		net assets/fund balances (see						
		instructions)		1,996,118,133.	1,930,100,24	1.			
P	art II		anges in Net Assets or Fund	Balances					
			alances at beginning of year - Part		must agree with				
			d on prior year's return)	• •	, -	1	1,966,238,703.		
2			line 27a			2	-64,401,692		
3	Othe	r increases not includ				3			
					-	4	1,901,837,011.		
		eases not included in				5			
			alances at end of year (line 4 minus	line 5) - Part II, column (b		6	1,901,837,011.		

**ATCH 8

Form **990-PF** (2011)

Form 990-PF (2011) Page 3

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) 1a SEE PART IV SCHEDULE b c d e (e) Gross sales price (f) Depreciation allowed (g) Cost or other brick plus expense of size of the control of t		(b) How	() 5 :	
(e) Gross sales price (f) Depreciation allowed (or allowable) (g) Cost or other by plus expense of sales are considered (or allowable) (g) Cost or other by plus expense of sales (or allowable) (g) Cost or other by plus expense of sales (g) Complete only for assets showing gain in column (h) and owned by the foundation on 12/3 (f) F.M.V. as of 12/31/69 (g) Adjusted basis (k) Excess of col. over col. (j), if an allowable (g) F.M.V. as of 12/31/69 (g) Adjusted basis (g) Excess of col. over col. (j), if an allowable (g) Excess of col. over col. (j), if an allowable (g) Excess of col. over col. (j), if an allowable (g) Excess of col. over col. (j), if an allowable (g) Excess of col. over col. (j), if an allowable (g) Excess of col. over col. (j), if an allowable (g) Excess of col. over col. (j), if an allowable (g) Excess of col. over col. (j), if an allowable (g) Excess of col. over col. (j), if an allowable (g) Excess of col. over col. (j), if an allowable (g) Excess of col. over col. (j), if an allowable (g) Excess of col. over col. (j), if an allowable (g) Excess of col. over col. (j), if an allowable (g) Excess of col. over col. (j), if an allowable (g) Excess of col. over col. (j), if an allowable (g) Excess of col. over col. (j), if an allowable (g) Excess of col. (j) Excess of col.		acquired P-Purchase D-Donation		(d) Date sol (mo., day, yr
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Complete only for assets showing gain in column (h) and owned by the foundation on 12/3 (i) F.M.V. as of 12/31/69 (j) Adjusted basis as of 12/31/69 (k) Excess of col. over col. (j), if an a b c c c c c c c c c c c c c c c c c c			(h) Gain or (lo (e) plus (f) min	
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Capital gain net income or (net capital loss) Capital gain net income or (net capital loss) Ret short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter Part I, line 8 Part V Qualification Under Section 4940(e) for Reduced Tax on Net Inverse (loss) and (6): Vas the foundation liable for the section 4940(e) for Reduced Tax on Net Inverse; the foundation liable for the section 4942 tax on the distributable amount of any yet "Yes," the foundation does not qualify under section 4940(e). Do not complete this part I Enter the appropriate amount in each column for each year; see the instructions beto (a) Base period years Calendar year (or tax year beginning in) 2010 2009 2008 2007 2006 Total of line 1, column (d) Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, number of years the foundation has been in existence if less than 5 years Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 Multiply line 4 by line 3 Enter 1% of net investment income (1% of Part I, line 27b) Add lines 5 and 6	(i)		(k), but not less Losses (from co	than -0-) or
Capital gain net income or (net capital loss) Capital gain net income or (net capital loss) Ret short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter Part I, line 8 Part V Qualification Under Section 4940(e) for Reduced Tax on Net Inversion of Part I, line 8 Part V Qualification Under Section 4940(e) for Reduced Tax on Net Inversion of Part I, line 8 Part V Qualification Under Section 4940(e) for Reduced Tax on Net Inversion of Part I, line 8 Part V Qualification Under Section 4940(e) for Reduced Tax on Net Inversion of Part I, line 8 Part V Qualification Under Section 4940(e) for Reduced Tax on Net Inversion of Part I, line 8 Part V Qualification Under Section 4940(e) for Reduced Tax on Net Inversion of Part I, line 8 Part V Qualification Under Section 4940(e) for Reduced Tax on Net Inversion of Part I, line 4 Part V Qualification Under Section 4940(e) for Reduced Tax on Net Inversion of Part I, line 27b) Add lines 5 and 6	-			
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Base period years Calendar year (or tax year beginning in) Adjusted qualifying distributions 2010 2009 2008 2007 2006 Total of line 1, column (d) Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, number of years the foundation has been in existence if less than 5 years Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 Multiply line 4 by line 3 Enter 1% of net investment income (1% of Part I, line 27b) Add lines 5 and 6	rt.			Yes N
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2008 2007 2006 Total of line 1, column (d) Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, number of years the foundation has been in existence if less than 5 years Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 Multiply line 4 by line 3 Enter 1% of net investment income (1% of Part I, line 27b) Add lines 5 and 6			(coi. (b) divided b	y coi. (c))
2008 2007 2006 Total of line 1, column (d) Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, number of years the foundation has been in existence if less than 5 years Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 Multiply line 4 by line 3 Enter 1% of net investment income (1% of Part I, line 27b) Add lines 5 and 6				
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Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 Multiply line 4 by line 3 Enter 1% of net investment income (1% of Part I, line 27b) Add lines 5 and 6	- 1			
Multiply line 4 by line 3 Enter 1% of net investment income (1% of Part I, line 27b) Add lines 5 and 6		3		
Enter 1% of net investment income (1% of Part I, line 27b) Add lines 5 and 6		4		
Add lines 5 and 6		5		
5 / P / P / P / P / P		6		
Enter qualifying distributions from Part XII, line 4		7		
		8		
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and	complete the	hat part	using a 1% ta	x rate. See t
Part VI instructions.				000 57
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Pai	Excise Tax Based on investment income (Section 4940(a), 4940(b), 4940(e), or 4948 - see in	istruc	tions	5)
1a	Exempt operating foundations described in section 4940(d)(2), check here			
	Date of ruling or determination letter: 03/18/1986 (attach copy of letter if necessary - see instructions)			,
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check			N/A
	here and enter 1% of Part I, line 27b			
С	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 2			
3	Add lines 1 and 2			С
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4			C
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			C
6	Credits/Payments:			
	2011 estimated tax payments and 2010 overpayment credited to 2011 6a			
	Exempt foreign organizations - tax withheld at source 6b			
С	Tax paid with application for extension of time to file (Form 8868)			
d _				C
7	Total credits and payments. Add lines 6a through 6d			
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached			C
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 11	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid Enter the amount of line 10 to be: Credited to 2012 estimated tax ▶ Refunded ▶ 11			
	Enter the amount of line 10 to be: Credited to 2012 estimated tax ▶ Refunded ▶ 11 t VII-A Statements Regarding Activities			
			Vaa	N.o.
та	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate	1a	Yes	No X
h	or intervene in any political campaign? Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the	ıa		21
b		1b		Х
	instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or	10		
	distributed by the foundation in connection with the activities.			
С	Did the foundation file Form 1120-POL for this year?	1 c		Х
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
-	(1) On the foundation. \blacktriangleright \$			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed			
	on foundation managers. ▶ \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		Х
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of			
	incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		Х
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Х	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Χ	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		Х
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
	By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that			
	conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	ATTACHMENT-15			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General			
	(or designate) of each state as required by General Instruction G? If "No," attach explanation	8 b	Х	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or			
	4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete		7.7	
	Part XIV	9	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names			v
	and addresses	10		Х

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Page 5

Pai	t VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		Х
12				
12	person had advisory privileges? If "Yes," attach statement (see instructions)	12		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
13	Walasta address NWW CASEY ORG	13		
14	The books are in care of ► CASEY FAMILY PROGRAMS Telephone no. ► 206-282	-730	0	
'-	Located at ▶2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA ZIP+4 ▶ 98121-2			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			.T-T
	and enter the amount of tax-exempt interest received or accrued during the year			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority		Yes	No
	over a bank, securities, or other financial account in a foreign country?	16		Х
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of			
	the foreign country			
Pai	t VII-B Statements Regarding Activities for Which Form 4720 May Be Required			•
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1 a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a			
	disqualified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for			
	the benefit or use of a disqualified person)? Yes X No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the			
	foundation agreed to make a grant to or to employ the official for a period after			
	termination of government service, if terminating within 90 days.)			
b	olf any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here			
C	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that			3.7
	were not corrected before the first day of the tax year beginning in 2011?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private			
	operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
а	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e. Part XIII) for tax year(s) beginning before 2011? Yes X No			
	If "Yes," list the years Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)			
I.	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to			
	all years listed, answer "No" and attach statement - see instructions.)	2b		
,	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	20		
·	The provisions of section 4542(d)(2) are being applied to any or the years noted in 2d, not the years note.			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise			
	at any time during the year? Yes X No			
b	olf "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or			
	disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the			
	Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of			
	the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the			
	foundation had excess business holdings in 2011.)	3b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		Х
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its			
	charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4h		Х

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Form	990-PF (201	1) CASEY FAMILY	PROGRAMS		91-	0793881	Page 6
Par	t VII-B	Statements Regarding Activities f	or Which Form 4	720 May Be Requ	ired (continued)		
5 a	During the	e year did the foundation pay or incur any amou	unt to:				
	(1) Carry	on propaganda, or otherwise attempt to influe	nce legislation (sectior	n 4945(e))?	Yes X No	,	
	(2) Influe	nce the outcome of any specific public ele	ection (see section	4955); or to carry or	n,		
	` '	ly or indirectly, any voter registration drive?	•	,.		,	
		de a grant to an individual for travel, study, or of					
		de a grant to an organization other than a					
		on 509(a)(1), (2), or (3), or section 4940(d)(2)? (,	
		de for any purpose other than religious, cl					
		ses, or for the prevention of cruelty to children		•		,	
h		swer is "Yes" to 5a(1)-(5), did any of the			• — —		
D		ns section 53.4945 or in a current notice regard				5b	Х
	-	·	-	,			
	-	ions relying on a current notice regarding disas			▶□		
С		swer is "Yes" to question 5a(4), does the		•			
		t maintained expenditure responsibility for the g			Yes No	P	
		attach the statement required by Regulations sec					
6 a		oundation, during the year, receive any fun	•				
	on a perso	onal benefit contract?			. Yes X No	>	
b	Did the fo	undation, during the year, pay premiums, dire	ctly or indirectly, on a	personal benefit contrac	ot?	6 b	X
	If "Yes" to	6b, file Form 8870.					
	•	ne during the tax year, was the foundation a pa	•	•			
		lid the foundation receive any proceeds or hav					
Par	t VIII	nformation About Officers, Directors	s, Trustees, Foun	dation Managers,	Highly Paid Empl	oyees,	
1		and Contractors officers, directors, trustees, foundation	managers and thei	r compensation (see	instructions).		
-		(a) Name and address	(b) Title, and average	(c) Compensation	(d) Contributions to	(e) Expense	account,
		(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	employee benefit plans and deferred compensation	other allow	vances
AT:	ГАСНМЕ	ENT 16		1,716,597.	45,750.		0
2	Compen	sation of five highest-paid employees	(other than thos	se included on line	e 1 - see instructi	ons). If no	ne, enter
	"NONE."						
	. N	address of a set assessment send than \$50,000	(b) Title, and average	(-) 0	(d) Contributions to employee benefit	(e) Expense	account.
(a	Name and	address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	plans and deferred	other allow	vances
					compensation		
7 m				2,343,419.	228,750.		0
AI.	ГАСНМЕ	INI I/		2,343,419.	220,730.		
T-4-	1 m	of other employees noid ever \$50,000	· · · · · · · · · · · · · · · · · · ·				311

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Part VIII	Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employand Contractors (continued)	yees,
3 Five h	ighest-paid independent contractors for professional services (see instructions). If none, enter "NONE	."
	(a) Name and address of each person paid more than \$50,000 (b) Type of service	(c) Compensation
ATTACHN	IENT 18	3,566,607
Tetal numbe	er of others receiving over \$50,000 for professional convices	25
	er of others receiving over \$50,000 for professional services	2.5
Part IX-A	Summary of Direct Charitable Activities	
List the found	lation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of	
organizations	and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 CASEY	FAMILY PROGRAMS WORKS WITH FOSTER, KINSHIP, AND	
ADOPT	IVE PARENTS TO PROVIDE SAFE AND LOVING HOMES FOR	
CHILD	REN IN ITS DIRECT CARE. THE FOUNDATION PROVIDES	103,554,518
2 STRAT	EGIC CONSULTING AND TECHNICAL EXPERTISE TO STATES,	
COUNT	IES, AND TRIBES TO IMPROVE SERVICE AND OUTCOMES FOR THE	
MORE	THAN 400,000 CHILDREN IN FOSTER CARE. THE	
3 FOUND	ATION RAISES PUBLIC AWARENESS OF FOSTER CARE AND	
PUBLI	SHES NON-PARTISAN RESEARCH ON A VARIETY OF CHILD	
WELFA	RE ISSUES. IT PARTNERS WITH COMMUNITY	
4 ORGAN	IZATIONS, ASSOCIATIONS, PHILANTHROPIES AND CORPORATIONS	
TO HE	LP BUILD BROAD-BASED SUPPORT FOR IMPROVING THE CHILD	
WELFA	RE SYSTEM.	
Part IX-B	Summary of Program-Related Investments (see instructions)	
Describe the	two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 _ NONE_		
2		
All other prod	ram-related investments. See instructions.	
3 NONE		
•		
Total. Add li	nes 1 through 3	

Form **990-PF** (2011)

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Pa	Minimum Investment Return (All domestic foundations must complete this part. Forei see instructions.)	gn foun	dations,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes:		
а	Average monthly fair market value of securities	1a	1,934,114,111.
b	Average of monthly cash balances	1b	103,997,423.
С	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c) Reduction claimed for blockage or other factors reported on lines 1a and	1d	2,038,111,534.
е			
	1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see	3	2,038,111,534.
4			
	instructions) Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	4	30,571,673.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,007,539,861.
6	Minimum investment return. Enter 5% of line 5	6	100,376,993.
Pa	rt XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► X and do not complete this process.	oart.)	
1	Minimum investment return from Part X, line 6	1	
2 a	Tax on investment income for 2011 from Part VI, line 5 2a		
b	Income tax for 2011. (This does not include the tax from Part VI.)		
С	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII,		
	line 1	7	
Pa	rt XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	103,554,518.
b	Drogram related investments, total from Part IV P	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,		
	purposes	2	1,784,748.
3	Amounts set aside for specific charitable projects that satisfy the:		
а	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	105,339,266.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.		
	Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	105,339,266.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when ca	culating	whether the foundation
	qualifies for the section 4940(e) reduction of tax in those years.	ŭ	

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Part XIII Undistributed Income (see instructions)								
		(a)	(b)	(c)	(d)			
1	Distributable amount for 2011 from Part XI,	Corpus	Years prior to 2010	2010	2011			
	line 7							
2	Undistributed income, if any, as of the end of 2011:							
	Enter amount for 2010 only							
	Total for prior years: 20 09 ,20 08 ,20 07							
3	Excess distributions carryover, if any, to 2011:							
	From 2006							
	From 2007							
	From 2008							
d	From 2009							
	From 2010							
	Total of lines 3a through e							
4	Qualifying distributions for 2011 from Part XII,							
	line 4: ▶ \$							
а	Applied to 2010, but not more than line 2a							
	Applied to undistributed income of prior years							
	(Election required - see instructions)							
_	Treated as distributions out of corpus (Election							
Ŭ	required - see instructions)							
d	Applied to 2011 distributable amount							
е	Remaining amount distributed out of corpus							
5	Excess distributions carryover applied to 2011							
	(If an amount appears in column (d), the same							
6	amount must be shown in column (a).) Enter the net total of each column as							
	indicated below:							
а	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5							
b	Prior years' undistributed income. Subtract							
	line 4b from line 2b							
С	Enter the amount of prior years' undistributed							
	income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has							
	been previously assessed							
d	Subtract line 6c from line 6b. Taxable							
	amount - see instructions							
е	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see							
	instructions							
f	Undistributed income for 2011. Subtract lines							
	4d and 5 from line 1. This amount must be							
	distributed in 2012							
7	Amounts treated as distributions out of corpus							
	to satisfy requirements imposed by section							
	170(b)(1)(F) or 4942(g)(3) (see instructions)							
8	Excess distributions carryover from 2006 not							
	applied on line 5 or line 7 (see instructions)							
9	Excess distributions carryover to 2012.	0						
4.0	Subtract lines 7 and 8 from line 6a	0						
	Analysis of line 9:							
	Excess from 2007							
	Excess from 2008							
	Excess from 2009 Excess from 2010							
	Excess from 2011							

Form **990-PF** (2011)

Form	n 990-PF (2011)	CASEY FAM	IILY PROGRAMS		91-	0793881 Page 1
Рa	rt XIV Private Oper	ating Foundations (see instructions and	Part VII-A, question	19)	
1 a	If the foundation has r	_				
	foundation, and the ruling				05/25/1972	
b	Check box to indicate who	_	private operating founda		X 4942(j)	(3) or 4942(j)(5)
2 a		Tax year		Prior 3 years		(e) Total
	justed net income from Part I or the minimum investment	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
	return from Part X for each	25,782,658.	41,815,707.	28,278,902.	67 412 550	163,289,817
	year listed	21,915,259.	35,543,351.	24,037,067.	67,412,550. 57,300,668.	138,796,345
b	85% of line 2a	21,913,239.	33,343,331.	24,037,007.	37,300,000.	130,790,343
С	Qualifying distributions from Part	105,339,266.	104,698,562.	121,023,450.	133,680,141.	464,741,419
d	XII, line 4 for each year listed Amounts included in line 2c not	103,333,200.	104,030,302.	121,023,430.	133,000,141.	101,/11,119
_	used directly for active conduct	1,836,328.	911,450.	678,170.	2,304,282.	5,730,230
е	of exempt activities	1,000,020.	311/100.	0,0,1,0,	2,301,202.	3,730,230
	directly for active conduct of					
	exempt activities. Subtract line 2d from line 2c	103,502,938.	103,787,112.	120,345,280.	131,375,859.	459,011,189
3	Complete 3a, b, or c for the	, ,	, ,			· · ·
а	alternative test relied upon: "Assets" alternative test - enter:					
-	(1) Value of all assets					
	(2) Value of assets qualifying					
	under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test-					
	enter 2/3 of minimum invest- ment return shown in Part X,					
	line 6 for each year listed	66,917,995.	62,879,693.	57,559,310.	73,830,745.	261,187,743
С	"Support" alternative test - enter:					
	(1) Total support other than gross investment income					
	(interest, dividends, rents,					
	payments on securities loans (section 512(a)(5)),					
	or royalties) (2) Support from general					
	public and 5 or more					
	exempt organizations as provided in section 4942					
	(j)(3)(B)(iii)					
	(3) Largest amount of sup- port from an exempt					
	organization (4) Gross investment income					
Pa	<u> </u>	ary Information (C	omplete this part	only if the founda	ation had \$5,000	or more in asset
	at any time d	during the year - see	e instructions.)	,	, , , , , , , , , , , , , , , , , , , ,	
1	Information Regarding	g Foundation Manage	rs:			
а	List any managers of the					ed by the foundation
	before the close of any	tax year (but only if th	ley have contributed if	iore man \$5,000). (Se	ee section 507 (d)(2).)	
	NONE		100/			
b	List any managers of ownership of a partner					large portion of the
	Ownership of a partiter	ship of other entity) of	willer the foundation	nas a 10 % or greater	interest.	
	NONE					
2	Information Regarding	Contribution, Grant	. Gift. Loan. Scholarsh	ip. etc Programs:		
_	Check here ► X if the			• • •	able organizations or	nd does not accord
	unsolicited requests for					
	other conditions, comp			(,	<u> </u>
а	The name, address, ar	nd telephone number	of the person to whom	applications should be	e addressed:	
b	The form in which appl	ications should be sub	omitted and informatio	n and materials they	should include:	

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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c Any submission deadlines:

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Part XV Supplementary Information (continued)									
3 Grants and Contributions Paid Duri Recipient Name and address (home or business)	ng the Year or Appr	oved for F	uture Payment						
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or contribution	Amount					
Name and address (home or business)	any foundation manager or substantial contributor	recipient	contribution	7.11104111					
a Paid during the year									
ATTACHMENT 19									
Total	<u> </u>		> 3a	1,836,328.					
b Approved for future payment									
ATTACHMENT 20									
Total			▶ 3h	1,500.					

Page 12
Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by	y section 512, 513, or 514	(e)	
1 Program	service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)	
-						(000	
f							
g Fees	and contracts from government agencies						
2 Member	ship dues and assessments						
3 Interest o	on savings and temporary cash investments			14	1,203.		
4 Dividend	ds and interest from securities			14	31,044,914.		
5 Net rent	al income or (loss) from real estate:						
a Debt-	-financed property						
b Not o	debt-financed property						
6 Net renta	I income or (loss) from personal property						
7 Other in	vestment income						
8 Gain or (I	loss) from sales of assets other than inventory			18	15,859,302.		
9 Net inco	me or (loss) from special events						
0 Gross pi	rofit or (loss) from sales of inventory						
	venue: a						
b	ATTACHMENT 21		-749,742.		3,704,153.	73,259.	
с							
d							
е							
	. Add columns (b), (d), and (e)		-749,742.		50,609,572.		
3 Total. Ad	dd line 12, columns (b), (d), and (e)				13	49,933,089.	
	neet in line 13 instructions to verify calcu						
Part XVI-	B Relationship of Activities	to the Ac	complishment of Ex	empt Purp	oses		
Line No.	Explain below how each activit	y for whicl	h income is reported in	n column (e	e) of Part XVI-A contrib	uted importantly to the	
lacktriangledown	accomplishment of the foundation	on's exemp	t purposes (other than b	y providing	funds for such purpose	s). (See instructions.)	
11	CASEY COLLABORATES WI	TH FORT	ONV GIRDNAN GE	7 DODUIT	7.D.		
11	PARENTS TO PROVIDE SA						
	DIRECT CARE. ALL REVE						
	TO CARRY OUT THE EXEM						
	FOUNDATION.	PI PURPO	DSE OF INIS EVEN	ri Oreka	TING		
	FOUNDATION.						

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Form **990-PF** (2011)

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Page **13** Information Regarding Transfers To and Transactions and Relationships With Noncharitable Part XVII **Exempt Organizations**

in o a T (1 (2 b C) (1 (4 (5 (5 c) S) d) If	n section section section regardizer (1) Case (2) Other (1) Sale (2) Pur (3) Rei (5) Loa (5) Per (4) Aring (5) Loa (6) Per (5) Loa (6) Per (6) (6)	on 501(c) of the Co ations? ers from the reporting the content of	g foundation to a ncharitable exemp om a noncharitable pment, or other as ements s or membership nent, mailing lists, e above is "Yes," assets, or services	t organization e exempt organization sets or fundraising solicitation other assets, or paid e complete the followi se given by the reportion	zations) or in se organization of: ons mployees ng schedule. C ng foundation. I	olumn (b) should always sh	1a(1) 1a(2) 1b(1) 1b(2) 1b(3) 1b(4) 1b(5) 1c	fair m	narket
V	alue ir		sharing arranger	nent, show in column	(d) the value o	f the goods, other assets, o	r service	s rec	eived.
(a) Line	no.	(b) Amount involved	(c) Name of none	charitable exempt organization	n (d) Descr	iption of transfers, transactions, and	sharing arra	angeme	nts
		N/A			N/A				
d	escrib	-	of the Code (other			tax-exempt organizations 527?	Y	es X	No
		(a) Name of organization		(b) Type of organiza	tion	(c) Description of relati	ionship		
						tatements, and to the best of my know	ledge and	belief, it	is true,
Sign	correct	, and complete. Declaration of	preparer (other than taxpa	yer) is based on all information of	t which preparer has an				
Here							IRS discus		return below
	Sian	ature of officer or trustee		Date	Title	(see instru		Yes	No
						(356 11181111		63 [
	1	Print/Type preparer's	name	Preparer's signature		Date Check i	PIN_	,,,,,	
Paid		KAKKAKAK		*XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX		Clieck I	d XXX		M X
Prepa	arer	T7-20	nst & Your	ia US. Titip		•	CXXX	EX X	X
Use C				Circle, Sui	te 2600	FIRM'S EIN >		~###	
			ndianapoli			317	-681	-700	0 (
						Phone no.	Form 99)0. PE	(2011)
							FUIII 33	, U-F F	(4011)

JSA

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Kind of F	Property		Desc	ription		P or	Date acquired	Date sold
Gross sale price less	Depreciation allowed/	Cost or other	FMV as of	Adj. basis as of	Excess of FMV over	D	Gain or	
xpenses of sale	allowable	basis	12/31/69	12/31/69	adj basis	H	(loss)	
		PUBLICLY TR	ADED SECURI	TIES-ST		P		
			PE: SECURIT	IES				
1125820018		1120048598					5,771,420.	
		PUBLICLY TR	ADED SECURI'	TIES-LT		Р		
			PE: SECURIT	IES				
235017451.		185500412.					49517039.	
		ABRY ASF				Р		
		PROPERTY TY	PE: OTHER					
930.							930.	
		AXIOM ASIA	II			P		
		PROPERTY TY	PE: OTHER					
9,887.							9,887.	
		CARLYLE PAR	TNERS			Р		
10:0:=		PROPERTY TY	PE: OTHER				1010-	
184,265.							184,265.	
		CHARLESBANK	VII			P		
		PROPERTY TY	PE: OTHER				15.010	
		15,242.					-15,242.	
		CVC EUROPEA	N EQUITY			P		
0 440		PROPERTY TY	PE: OTHER				0 440	
9,448.							9,448.	
		HORSLEY BRI	DGE IX			Р		
F 770		PROPERTY TY	PE: OTHER				F 770	
5,778.							5,778.	
		HORSLEY BRI	DGE INTL V			P		
69.		PROPERTY TY	PE: OTHER				69.	
69.							69.	
		OCM OPPORTU				P		
89,054.		PROPERTY TY	PE: OTHER				89,054.	
0,004.							0,004.	
		OCM OPPORTU				P		
133,291.		PROPERTY TY	PE: OTHER				133,291.	
100,201.							100,201.	
		SIGULER GUF				P		
		PROPERTY TY 4,042.	PE: OTHER				-4,042.	
		1,012.					1,012.	

Kind of Property			Desc	cription		or	Date acquired	Date so
Gross sale	Depreciation	Cost or	FMV	Adj. basis	Excess of	쒸	Gain	
price less expenses of sale	allowed/ allowable	other basis	as of 12/31/69	as of 12/31/69	FMV over adj basis		or (loss)	
expenses of sale	anowabic	Dasis	1 12/31/09	12/31/09	ddj bdolo	\top	(1033)	
		WAYZATA				P		
		PROPERTY TY	PE: OTHER					
201,064.							201,064.	
			66 GAINS/LOS	SES FROM K-	1 ST	P		
		PROPERTY TY	PE: OTHER				10 007	
		10,807.					-10,807.	
		ACTIC FUND	2			P		
		PROPERTY TY						
		351,000.					-351,000.	
		,					,	
		AIG ASIA RE	CAL ESTATE			P		
		PROPERTY TY	PE: OTHER					
		245,479.					-245,479.	
		AIG EURO II				P		
		PROPERTY TY 218,472.	TE: OTHER				-218,472.	
		210,4/2.					-210,4/2.	
		AXIOM ASIA	II			$ _{\mathbf{P}} $		
		PROPERTY TY						
65,475.							65,475.	
		CARLYLE PAR				P		
		PROPERTY TY	PE: OTHER				0.05.51.5	
807,711.							807,711.	
		CHARLESBANK	Z VTT			P		
		PROPERTY TY						
263,994.							263,994.	
		CHARTERHOUS				P		
		PROPERTY TY	PE: OTHER					
4,836.		26,578.					-21,742.	
		CVC EUROPEA	N E∪IITUV			P		
		PROPERTY TY						
290,783.		TIOLDICIT 11	OIIIII				290,783.	
, , , , , , , ,								
		GS VINTAGE	IV			P		
		PROPERTY TY	PE: OTHER					
		314,715.					-314,715.	
		GS VINTAGE						
20,783.		PROPERTY TY 265,753.	IFE: OTHEK				-244,970.	
20,103.		203,733.					-244,3/0.	
						Ш		
1.000	4 =				0.1.0			
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Kind of P	roperty	Description					Date acquired	Date sold
Gross sale	Depreciation	Cost or	FMV	Adj. basis	Excess of	D	Gain	
price less expenses of sale	allowed/ allowable	other basis	as of 12/31/69	as of 12/31/69	FMV over adj basis		or (loss)	
	anowable	Dasis	, 12/01/09	12/01/03	, aaj basis	$\dagger \dagger$	(.550)	
		HELLMAN & FI	RIEDMAN VI			P		
		PROPERTY TY	PE: OTHER					
128,142.							128,142.	
		HORSLEY BRII						
233,132.		PROPERTY TY	PE: OIHER				233,132.	
233,132.							255,152.	
		HORSLEY BRII	DGE INTL V			P		
		PROPERTY TY	PE: OTHER					
8,100.							8,100.	
		INVESCO ASIA				P		
		PROPERTY TY	PE: OTHER				225 000	
		225,000.					-225,000.	
		INVESCO ASTA	A REAL ESTAT	E II		P		
		PROPERTY TY						
1,258,538.							1,258,538.	
			E REAL ESTAT	E		P		
		PROPERTY TY	PE: OTHER					
		TNIVEGGO GODI		D TT				
		PROPERTY TY	E REAL ESTAT	E II		P		
		INOIENTI II.	re. Offick					
		JORDAN- RESC	OLUTE II			P		
		PROPERTY TY						
		2.					-2.	
		OAKTREE EURO				P		
		PROPERTY TY	PE: OTHER				F F00	
		5,528.					-5,528.	
		OAKTREE MEZZ	7,			P		
		PROPERTY TY						
		555,278.					-555,278.	
		OCM OPPORTU				P		
141 000		PROPERTY TY	PE: OTHER				1.41.000	
141,363.							141,363.	
		OCM OPPORTUI	NITTES VITE			P		
		PROPERTY TY						
458,663.			0111111				458,663.	
							,	

Kind of P	roperty		Desc	cription		or	Date acquired	Date sold
Gross sale price less	Depreciation allowed/	Cost or other	FMV as of	Adj. basis as of	Excess of FMV over	D	Gain	
expenses of sale	allowable	basis	12/31/69	12/31/69	adj basis		(loss)	
		ONSET II				P		
		PROPERTY TY	PE: OTHER					
2,258.							2,258.	
		PRUDENTIAL :	PRISA I			P		
		PROPERTY TY						
11261777.		11372847.					-111,070.	
		PRUDENTIAL	PRISA II			Р		
		PROPERTY TY	PE: OTHER					
808,915.		1,021,423.					-212,508.	
		PRUDENTIAL :	PRISA III			Р		
15501		PROPERTY TY	PE: OTHER					
15791457.		25498627.					-9707170.	
		SIGULER GUF	F			P		
150 000		PROPERTY TY	PE: OTHER				150.000	
159,293.							159,293.	
		SPLITROCK I	I			Р		
474 642		PROPERTY TY	PE: OTHER				474 643	
474,643.							474,643.	
		STEPSTONE P		ISH)		Р		
483,141.		PROPERTY TY	PE: OTHER				483,141.	
403,141.							403,141.	
		TCV VII				Р		
24,603.		PROPERTY TY	PE: OTHER				24,603.	
21,000.							21,000.	
		WAYZATA				Р		
458,541.		PROPERTY TY	PE: OTHER				458,541.	
·								
		SECTION 125 PROPERTY TY		SES FROM K-1	l LT	P		
		16,210.	II. OIIIII				-16,210.	
		amp paravir a	TONEDE (DES	TOU				
		STEPSTONE PERFORMENTY TY		TSH)				
13,639.		263.					13,376.	
OTAL GAIN(L	SS)	.					48934766.	

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011

Internal Revenue Service **Employer identification number** Name of the organization CASEY FAMILY PROGRAMS 91-0793881 Organization type (check one): Filers of: Section: Form 990 or 990-EZ 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization Form 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions. General Rule [X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. **Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Employer identification number 91-0793881

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1 _	ALAMEDA COUNTY SOCIAL SERVICES 24100 AMADOR STREET HAYWARD, CA 94544	\$142,218.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2_	IDAHO STATE CONTROLLER P.O. BOX 83720 BOISE, ID 83720	\$136,070.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3_	SAN DIEGO HEALTH AND HUMAN SERVICES 1700 PACIFIC HIGHWAY SAN DIEGO, CA 92101	\$108,713.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
I			
No.	Name, address, and ZIP + 4 STATE OF ARIZONA - CHILDS P.O. BOX 6123	Total contributions	Person Payroll Noncash (Complete Part II if there is
No 4 (a)	Name, address, and ZIP + 4 STATE OF ARIZONA - CHILDS P.O. BOX 6123 PHOENIX, AZ 85005 (b)	\$191,816.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
No. 4	Name, address, and ZIP + 4 STATE OF ARIZONA - CHILDS P.O. BOX 6123 PHOENIX, AZ 85005 (b) Name, address, and ZIP + 4 WA DEPT. SOCIAL & HEALTH SERVICES P.O. BOX 45845	\$191,816. (c) Total contributions	Person Payroll Noncash (Complete Part II if there is a noncash contribution.) (d) Type of contribution Person Payroll Noncash (Complete Part II if there is

Employer identification number 91-0793881

Part I	Contributors ((see instructions)	. Use du	plicate co	pies of Par	t I if add	itional space	ce is needed.
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(a)	(b)	(c)	(d) Type of contribution		
No.	Name, address, and ZIP + 4	Total contributions			
7 _	MARGUERITE RYAN UNITRUST C/O BNY MELLON CENTER, 500 GRANT STREET PITTSBURGH, PA 15258	\$1,231,671.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)		
(a)	(b)	(c)	(d)		
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution		
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)		
(a)	(b)	(c)	(d)		
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution		
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)		
(a)	(b)	(c)	(d)		
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution		
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)		
(a)	(b)	(c)	(d)		
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution		
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)		
(a)	(b)	(c)	(d)		
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution		
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)		

Employer identification number

91-0793881

Part II	Noncash Property (see instructions). Use duplicate copies	s of Part II if additional space is ne	eaea.
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		 \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		 \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		 \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\ \\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		 \$	

Employer identification number 91-0793881

Part III	Exclusively religious, charitable, etc., that total more than \$1,000 for the y	ear. Complete colu	mns (a) through (e	e) and the following line entry.		
	For organizations completing Part III, e contributions of \$1,000 or less for the	e year. (Enter this int	formation once. Se	charitable, etc., ee instructions.) ►\$		
	Use duplicate copies of Part III if addition	onal space is neede	d.			
(a) No. from Part I	(b) Purpose of gift	(c) Use	of gift	(d) Description of how gift is held		
		(e) Trans	fer of gift			
	Transferee's name, address, at	nd ZIP + 4	Relatio	nship of transferor to transferee		
(a) No. from Part I	(b) Purpose of gift	(c) Use	of gift	(d) Description of how gift is held		
		(e) Trans	fer of aift			
	Transferee's name, address, a			nship of transferor to transferee		
(a) No. from Part I	(b) Purpose of gift	(c) Use	of gift	(d) Description of how gift is held		
		(a) Trans	for of aift			
	Transferee's name, address, a	(e) Trans nd ZIP + 4		nship of transferor to transferee		
	-					
(a) No. from Part I	(b) Purpose of gift	(c) Use	of gift	(d) Description of how gift is held		
		(e) Trans	fer of gift			
	Transferee's name, address, a		Relationship of transferor to transferee			
			L			

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

EXPLANATION FOR LINE 9 INCOME MODIFICATIONS PAGE 1 PART 1 LINE 9

CASEY HAD A SALE OF ASSETS OF \$394, REIMBURSMENT OF EXPENSES OF \$51,819 AND RETURNED GRANTS OF \$8,300 FOR A TOTAL OF \$60,513.

2679BD D15X V 11-6 010

FORM 990PF, PART I - OTHER INCOME

				PS	
				PARTNERSHI	
DESCRIPTION	MISC. INCOME	REIMBURSED EXPENSES	RETURNED GRANTS	INCOME FROM PRIVATE EQUITY PARTNERSHIPS	OTHER INCOME FROM K-1S

TOTALS

ADJUSTED NET	<u>INCOME</u> 12,746.	-475,844.	-463,098.
NET INVESTMENT	INCOME	273,898.	273,898.
REVENUE AND EXPENSES	PER BOOKS 13,140. 51,819. 8,300.	2,954,411.	3,027,670.

FORM 990PF, PART I - LEGAL FEES

CHARITABLE PURPOSES	21,651. 21,150. 36,565. 184,559. 48,179. 32,500.	344,604.
ADJUSTED NET INCOME	173,950.	173,950.
NET INVESTMENT INCOME	173,950.	173,950.
REVENUE AND EXPENSES PER BOOKS	21,651. 21,150. 36,565. 358,509. 48,179. 32,500.	518,554.
DESCRIPTION	CAPLIN & DRYSDALE KIPLING LAW GROUP PLLC LITTLER MENDELSON FASTIFF STOEL RIVES LLP VARIOUS ATTORNEYS AND COSTS SETTLEMENT COSTS	TOTALS

FORM 990PF, PART I - ACCOUNTING FEES

CHARITABLE PURPOSES_	130,721. 16,708. 16,103. 25,365.	188,897.
ADJUSTED NET INCOME	23,069.	33,804.
NET INVESTMENT INCOME	23,069.	33,804.
REVENUE AND EXPENSES PER BOOKS	153,790. 16,708. 26,838. 25,365.	222,701.
DESCRIPTION	ERNST & YOUNG LLP JACOBSON JARVIS & CO. PLLC JESSE THOMAS GRAYSTON, CPA VOLDAL WARTELLE & CO. P.S.	TOTALS

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

CHARITABLE PURPOSES		563,628. 208,952. 71,667. 80,850. 381,830. 81,956. 51,439. 53,914. 65,520.
ADJUSTED NET INCOME	86,584. 86,834. 670,818. 595,091. 758,323. 161,223. 171,653. 729,167. 360,451. 382,500.	0,42 8,18 3,50 1,48 1,48
NET INVESTMENT INCOME	86,584. 86,834. 670,818. 595,091. 758,323. 161,223. 171,653. 729,167. 360,451. 302,548.	0,42 8,18 4,00 3,50 1,48 1,48
REVENUE AND EXPENSES PER BOOKS	886,888 886,838 995,099 113,20 601,22 601,22 601,45 600	604,056. 448,180. 53,508. 38,500. 461,487. 208,952. 71,667. 80,850. 381,830. 51,439. 51,439. 53,914. 65,520.
DESCRIPTION	ALTHEIA ALTRINSIC ARBOR CAPITAL ARROWSTREET BNY MELLON BAILLIE GIFFORD BGI DELAWARE DODGE & COX EIM MANAGEMENT INC. ENNIS, KNUPP & ASSOC. GLENROCK CAPITAL ADVISERS, LLC GOLDMAN SACHS INSTSHAREHOLDERS ORG PORTFOLIO MANAGEMENT, LLC	OTHERS PIMCO PORTFOLIO MANAGEMENT TECHNOLOG PZENA RISKMETRICS STEINBERG US ARTHUR J GALLAGHER & CO. OF WA AIM CONSULTING GROUP, LLC AON CONSULTING, INC. APCO WORLDWIDE, INC. APPIPHONY, LLC BULLETIN NEWS NETWORK, INC. DENALI ADVANCED INTEGRATION FACE TO FACE INTEGRATED TECH G.A. JONES & ASSOCIATES, INC. MURPHY & ASSOCIATES, INC. SAGE INFORMATION TECHNOLOGY

FEES	
PROFESSIONAL	
OTHER	
1	
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PART	
990PF,	
FORM	

CHARITABLE PURPOSES	102,314. -21,577.	1,823,781.
ADJUSTED NET INCOME		6,656,058.
NET INVESTMENT INCOME		6,656,058.
REVENUE AND EXPENSES PER BOOKS	102,314.	8,501,416.
DESCRIPTION	WALDRON & COMPANY LESS 50% MEALS DISALLOWED	TOTALS

FORM 990PF, PART I - TAXES

CHARITABLE PURPOSES	5,667. 12,810. 2,710. 526.	21,713.
ADJUSTED NET INCOME	4,302. 382,996.	387,298.
NET INVESTMENT INCOME	4,302. 382,996.	387,298.
REVENUE AND EXPENSES PER BOOKS	5,667. 12,810. 2,710. 526. 4,302.	26,015.
DESCRIPTION	LICENSING PROPERTY TAXES EXCISE AND B & O TAXES SALES AND USE TAXES UNRELATED BUSINESS INCOME TAX FOREIGN TAXES	TOTALS

FORM 990PF, PART I - OTHER EXPENSES

CHARITABLE PURPOSES 35,198,824. 21,585. 84,590. 35,858. 36,754. 603,463. 41,875. 243,101. 470,327. 701,565. 2,329. 163,163. 624,765. 66,103. 734,940. 1,214,620. 440,282. 609,544954,605. 3,000,738.	43,150,289.
ADJUSTED NET INCOME 954,605.	8,948,680.
NET INVESTMENT INCOME 954,605.	8,948,680.
EXPENSES PER BOOKS 35,198,824 35,198,824 21,585 84,590 35,858 36,754 603,463 41,875 243,101 470,327 701,565 2,329 163,163 624,765 66,103 734,940 1,214,620 440,282	41,293,688.
DESCRIPTION YOUTH AND FAMILY SUPPORT SERVI ADVERTISING AND PROMOTION AUTOMOBILE EXPENSE BANK FEES BOT DEFERRED GAINS COMMUNICATIONS DATA PROCESSING DUES AND MEMBERSHIPS EQUIPMENT RENTAL/LEASE LIABILITY INSURANCE MISCELLANEOUS MOVING EXPENSE OFFICE SUPPLIES, POSTAGE RECRUITMENT EXPENSES REPAIRS & MAINTENANCE SOFTWARE & FIXED ASSETS <\$1000 STAFF TRAINING AND DEVELOPMENT TEMPORARY HELP EXP. ALLOCATION TO INV. INCOME ACCRUAL TO CASH ADJUSTMENT INV. EXPENSES FROM K-1 LESS 50% MEALS DISALLOWED	TOTALS

- PREPAID EXPENSES AND DEFERRED CHARGES PART II FORM 990PF,

ENDING <u>FMV</u>	259,870. 24,771. 861,475.	1,146,116.
ENDING BOOK VALUE	259,870. 24,771. 861,475.	1,146,116.
		TOTALS
DESCRIPTION	PREPAID INSURANCE PREPAID RENT PREPAID OTHER	

- U.S. AND STATE OBLIGATIONS

PART II

FORM 990PF,

ATTACHMENT 8

ن . ١	92,363,314. 11,590,788.	4,102.			ATTACE
ENDING FMV	92,36 11,59	103,954,			
ENDING BOOK VALUE	88,517,822. 10,713,786.	99,231,608.			
					010
	ONS S FOR DETAIL	US OBLIGATIONS TOTAL			V 11-6
DESCRIPTION	US OBLIGATIONS STATE OBLIGATIONS SEE ATTACHMENTS FOR DETAIL	SU			2679BD D15X

- CORPORATE STOCK PART II FORM 990PF,

DESCRIPTION

COMMON AND PREFFERED STOCK SEE ATTACHMENTS FOR DETAIL

TOTALS

BOOK VALUE ENDING

ENDING FMV

1,016,504,797.

1,039,736,589.

1,039,736,589. 1,016,504,797.

2679BD D15X

- CORPORATE BONDS PART II FORM 990PF,

DESCRIPTION

CORPORATE BONDS SEE ATTACHMENTS FOR DETAIL

TOTALS

ENDING	FMV
ENDING	BOOK VALUE

234,505,635.

221,032,060.

221,032,060.

234,505,635.

010

- OTHER INVESTMENTS PART II FORM 990PF,

DESCRIPTION

TOTALS

OTHER INVESTMENTS SEE ATTACHMENTS FOR DETAIL

ENDING	BOOK VALUE

ENDING FMV

481,004,998.

476,322,021.

476,322,021.

481,004,998.

12	AIL	ENDING BALANCE		6,765,607.	6,732,978.	475,288.	1,314,062.	15287935.
ATTACHMENT 12	ACCUMULATED DEPRECIATION DETAIL	DISPOSALS						
	CUMULATED DE	ADDITIONS		739, 569.	1,032,168.	34,167.	1,086,300.	
ENT	AC	BEGINNING BALANCE		6,026,038.	5,700,810.	441,121.	227,762.	12395731.
LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT		ENDING BALANCE	4,454,679.	23337948.	9,764,677.	520,601.	11365319.	49443224
NGS, EQUIPMENT	FIXED ASSET DETAIL	DISPOSALS						
LAND, BUILDI	FIXED	ADDITIONS						
		BEGINNING	4,454,679.	23337948.	9,764,677.	520,601.	11365319.	49443224
		METHOD/ CLASS	Ц	SL	SL	SL	SL	
		ASSET DESCRIPTION	LAND	BUILDING	FURNITURE AND FIXT	AUTOMOBILES	LEASEHOLD IMPLOVEM	TOTALS

2679BD D15X

- OTHER ASSETS PART II FORM 990PF,

DESCRIPTION
MISC. RECEIVABLE
INTEREST AND DIVIDENDS RECEIVA
CONSTRUCTION IN PROGRESS
DEPOSITS
OTHER NON CURRENT ASSETS
457F DEFERRED COMP PLAN

TOTALS

ENDING <u>FMV</u>	502,880. 2,237,462. 123,062. 62,991. 250,005. 449,758.	3,626,158.
ENDING BOOK VALUE	502,880. 2,237,462. 123,062. 62,991. 250,005. 449,758.	3,626,158.

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION ENDING
BOOK VALUE

BOT DEFERRED INCOME & INTEREST

DEFERRED RENT

DEFFERED LEASE INCENTIVE

INSURANCE CLAIM RESERVE

UNCLAIMED PROPERTY

1,132,845.

2,573,783.

6,920,611.

500,600.

2,676.

TOTALS 11,130,515.

FORM 990PF, PART VII-A, LINE 8A - STATES

AL, AK, AZ, CA, CO, DC, FL, GA, HI, ID, IL, IN, KY, LA, ME, MD, MA, MI, MN, MO, NV, NJ, NY, NC, OH, OR, PA, SC, SD, TX, WA, WV, WY,

16

ATTACHMENT

0 0 0 0 0 0 0 0 0 0 0 0 CONTRIBUTIONS BENEFIT PLANS TO EMPLOYEE 142,887. 156,291. 142,860. 142,849. 142,870. 150,070. COMPENSATION TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION CORP. SECRETARY 21.00 47.00 23.00 17.00 VICE CHAIR 16.00 28.00 TREASURER TRUSTEE TRUSTEE CHAIR 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641 SHELIA EVANS-TRANUMN AMERICA Y BRACHO NAME AND ADDRESS GARY R SEVERSON SHARON MCDANIEL JOAN B POLIAK DAVID MILLS

V 11-6

2679BD D15X

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990PF, PART VIII - COMPENSATION OF	THE FIVE HIGHEST PAID	EMPLOYEES	ATTACHMENT 17	
NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
JOSEPH A BOATENG 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	CHIEF INV. OFFICER 40.00	1,032,472.	45,750.	0
DAVID A DANIELSON 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	EVP OF ADMIN AND CFO 40.00	380,947.	45,750.	0
DAVID B SANDERS 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	EVP SYSTEMS IMPROVMT 40.00	357,119.	45,750.	0
ALEXANDRA MCKAY 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	EVP CHIEF COUNSEL 40.00	295,530.	45,750.	0
LAURA SAGAN 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	EVP HR & COMM 40.00	277,351.	45,750.	0
	TOTAL COMPENSATION	2,343,419.	228,750.	

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

	ATTACHMEN	IT 18
NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BNY-MELLON ONE WALL STREET, 32 FLOOR NEW YORK, NY 10277	INVESTMENT CUSTODIAN	813,208.
BAILLIE GIFFORD 757 THIRD AVENUE, 17TH FLOOR NEW YORK, NY 10017	INVESTMENT MANAGER	758,323.
EIM MANAGMENT INC. 750 LEXINGTON AVE, 27TH FLOOR NEW YORK, NY 10022	INVESTMNT CONSULTANT	729,167.
ARBOR CAPITAL 100 CORPORATE PARKWAY, SUITE 136 AMHERST, NY 14226	INVESTMENT MANAGER	670,818.
ARROWSTREET 200 CLARENDON STREET, 30TH FLOOR BOSTON, MA 02116	INVESTMENT MANAGER	595,091.
TOTAL COMPENSATI	ON	3,566,607.

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ATTACHMENT 19

AMOUNT	30,000.	10,000.	5,000.	10,000.	150.	5,000.
PURPOSE OF GRANT OR CONTRIBUTION	TO SUPPORT AND PAY EXPENSES ASSOCIATED WITH THE JAN 21, 2011 "DAY AT THE CAPITAL" CONFERENCE AND THE AUG. 31, 2011 LEADERSHIP AND POLICY CONFERENCE.	TO SUPPORT CITY YEAR'S RIPPLES OF HOPE 8TH ANNUAL GALA IN SEATTLE ON APRIL 27, 2011.	TO SUPPORT THE FOUNDATION FOR EARLY LEARNING AND THE 2011 LEADERSHIP LUNCHEON TO SUPPORT EARLY EDUCATION WHICH WILL TAKE PLACE IN SEATTLE ON MARCH 18,2011.	TO SUPPORT 2011 ANNUAL CONFERENCE ON WHAT COUNTS AND WHAT WORKS: PEOPLE, PRACTICE AND POLICY IN SAN FRANCISCO ON SEPT. 11-14, 2011.	TO SUPPORT PRO BONO PROGRAMS AND SCHOLARSHIPS FOR MINORITY LAW STUDENTS.	TO HELP SUPPORT ACLU'S ANNUAL BILL OF RIGHTS CELEBRATION DINNER IN SEATTLE ON NOV. 4, 2011.
RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	N/A 509(A)(2)	N/A 509(A) (1)	N/A 509(A)(1)	N/A 509(A)(1)	N/A 509(A)(1)	N/A 509(A)(3) TYPE 1
RECIPIENT NAME AND ADDRESS	CALIFORNIA YOUTH CONNECTION 604 MISSION STREET SAN FRANCISCO, CA 94105	CITY YEAR INC., SEATTLE BRANCH 2203 23RD AVE S, SUITE 101 SEATTLE, WA 98114	FOUNDATION FOR EARLY LEARNING 615 - 2ND AVE, SUITE 525 SEATTLE, WA 98104	GRANTMAKERS FOR CHILDREN, YOUTH & FAMILIES 8757 GEORGIA AVENUE SILVER SPRINGS, MD 20910	KING COUNTY BAR FOUNDATION 1200 FIFTH AVE, SUITE 600 SEATTLE, WA 98101	AMERICAN CIVIL LIBERTIES UNION WASHINGTON ENDOWMEN 901 FIFTH AVE., SUITE 630 SEATTLE, WA 98164

ATTACHMENT 19 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDRENS UNITED NATIONS INC. 6380 WILSHIRE BLVD. SUITE 1006 LOS ANGELES, CA 90048	N/A 509(A) (1)	TO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR CHILDREN" CONFERENCE IN WASHINGTON DC ON JULY 28, 2011.	25,000.
NATIONAL ASSOCIATION OF SOCIAL WORKERS (NASW) FOUN 750 FIRST STREET NE, SUITE 700 WASHINGTON, DC 20002	N/A 509(A)(3) TYPE 1	TO HELP NASW TO PROVIDE ADDITIONAL RESOURCES TO ENABLE THE FOUNDATION TO PROVIDE EDUCATION AND SUBJECT MATTER EXPERTISE REGARDING CHILD WELFARE SERVICES AND PROGRAMS.	150,000.
ONE CHURCH ONE CHILD OF ILLINOIS 431 S. DEARBORN, SUITE 1103 CHICAGO, IL 60605	N/A 509(A) (1)	TO SUPPORT "AN EVENING WITH JUDGE JOE BROWN" EVENT IN CHICAGO ON OCT. 14, 2011.	2,500.
PROJECT WE FOUNDATION INC. 2110 ARTESIA BLVD, SUITE B-411 REDONDO BEACH, CA 90278	N/A 509(A)(1)	TO SUPPORT PROJECT WE'S 2011 2ND ANNUAL BLUE RIBBON AFFAIR IN LAS VEGAS ON JUNE 25,2011.	10,000.
SENIOR SERVICES OF SEATTLE KING COUNTY 2208 2ND AVE, SUITE 100 SEATTLE, WA 98121	N/A 509(A)(1)	TO SUPPORT SENIOR SERVICES AND THEIR 2011 EVENT	700.
SICANGU CHILD & FAMILY SERVICES EAST HIGHWAY 18/SGU CAMPUS P O BOX 1047 MISSION, SD 57555	N/A INDIAN TRIBE	TO HELP IN ESTABLISHING LONG TERM SUSTAINABILITY AND IMPROVE PROGRAMS WITH THE ULTIMATE GOAL OF MOVING YOUTH IN RST'S TRIBAL CHILD WELFARE SYSTEM TO LEGAL PERMANENCE	.000,000

ATTACHMENT 19 (CONT'D)

AMOUNT	.000,000	15,000.	10,000.	10,000.	7,500.	30,000.
PURPOSE OF GRANT OR CONTRIBUTION	THE PURPOSE OF THIS GRANT IS TO GENERATE CLUSTERS OF INFORMATION AROUND BROAD ISSUES THAT CURRENTLY INFLUENCE AND DISTRESS BLACK FAMILIES AND COMMUNITIES, AND IN DOING SO IDENTIFY POTENTIAL PHILANTHROPIC ACTION THAT WILL SUPPORT TRANSFORMATION IN BLACK COMMUNITIES.	TO HELP SUPPORT THE 2011 ANNUAL CONFERENCE AND JAMES A. JOSEPH LECTURE & AWARDS CEREMONY IN PHILADELPHIA ON APRIL 8-10, 2011.	TO SUPPORT BACW'S 2011 BLACK ADMINISTRATORS IN CHILD WELFARE CONFERENCE IN PHILADELPHIA ON MAY 15-17, 2011.	TO SUPPORT THE PHILANTHROPISTS FORUM	TO BE USED FOR KINSHIP FAMILY SUPPORT, (FOOD CLOTHING CHRISTMAS GIFTS), TO KINSHIP CAREGIVERS IN KING COUNTY.	TO HELP ENROLL NEBRASKA IN CHAPIN HALL'S CENTER FOR STATE FOSTER CARE AND ADOPTION DATA AND TO FACILITATE CHAPIN HALL PROVIDING TECHNICAL ASSISTANCE TO NEBRASKA WITH REGARDS TO THE DATA CENTER.
RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	N/A 509(A) (1)	N/A 509(A)(1)	N/A 509(A)(1)	N/A 509(A)(1)	N/A 509(A)(1)	N/A 509(A)(1)
RECIPIENT NAME AND ADDRESS	ASSOC. OF BLACK FOUNDATION EXECUTIVES 55 EXCHANGE PLACE NEW YORK, NY 10555	ASSOC. OF BLACK FOUNDATION EXECUTIVES 55 EXCHANGE PLACE NEW YORK, NY 10555	BLACK ADMINISTRATORS IN CHILD WELFARE 900 SECOND STREET NE, SUITE 202 WASHINGTON, DC 20002	CENTER FOR CHILDREN & YOUTH JUSTICE 615 2ND AVE, SUITE 275 SEATILE, WA 98104	CENTRAL AREA SENIOR CENTER 500 30TH AVENUE SOUTH SEATTLE, WA 98144	CHAPIN HALL CENTER FOR CHILDREN 1313 EAST 60TH ST CHICAGO, IL 60637

ATTACHMENT 19 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDREN'S ALLIANCE 718 GTH AVENUE SOUTH SEATTLE, WA 98104	N/A 509(A)(1)	TO SUPPORT THE CHILDREN'S ALLIANCE 2011 VOICES FOR CHILDREN AWARDS LUNCHEON IN SEATTLE ON JUNE 7, 2011.	2,500.
CITY YEAR INC., SEATTLE BRANCH 2203 23RD AVE S, SUITE 101 SEATTLE, WA 98115	N/A 509(A)(1)	TO HELP SUPPORT CITY YEAR'S PROGRAM TO IMPROVE EDUCATIONAL OUTCOMES FOR YOUTH IN FORMAL FOSTER CARE AND KINSHIP CARE IN 6 ELEMENTARY AND MIDDLE SCHOOLS IN SEATTLE.	30,000.
CONGRESSIONAL BLACK CAUCUS FOUNDATION 1720 MASSACHUSETTS AVE. NW WASHINGTON, DC 20036	N/A 509(A)(1)	TO HELP SUPPORT THE 2011 FAITH LEADERSHIP ROUNDTABLE IN WASHINGTON D.C. ON SEPT. 21,2011.	25,000.
EVERY CHILD MATTERS EDUCATION FUND 1023 15TH STREET NW, SUITE 401 WASHINGTON, DC 20005	N/A 509(A)(1)	TO SUPPORT THE 2011 AWARDS RECEPTION IN WASHINGTON D.C. ON NOV. 10, 2011.	10,000.
FOSTER CARE ALUMNI OF AMERICA 901 N. WASHINGTON ST. ALEXANDRIA, VA 22314	N/A 509(A)(1)	TO HELP FCAA TO EXTEND ITS REACH TO MORE YOUNG PEOPLE AND ALUMNI ELEVATE THEIR VOICES AND CONNECT THEM TO OPPORTUNITIES AND RECOURSES AND IMPROVE OUTCOMES.	135,000.
FOSTER PROMISE 600 N 36TH ST, STE 317 SEATTLE, WA 98103	N/A 509(A)(1)	TO HELP SUPPORT FOSTER PROMISE'S PERMANENCY PLANNING AND HIRING OF A CEO.	25,000.

ATTACHMENT 19 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
RECIPIENT NAME AND ADDRESS	AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTWAKERS FOR EFFECTIVE ORGANIZATIONS	N/A E00/3 / 1 /	TO HELP SUPPORT THE GEO'S 2012 NATIONAL	10,000.
	509(A)(I)	CONFERENCE: "SMAKIEK GFANIMARING, SIKONGEK NONPROFITS, BETTER RESULTS" IN SEATTLE ON MARCH 12-14, 2012.	
LAKOTA OYATE WAKANYEJA OWICAKIYAPI P.O. BOX 259	N/A INDIAN TRIBE	FOR USE IN COMPLETING SEVERAL WORK EFFORTS INCLUDING THE FAMILY GROUP DECISION MAKING PILOT,	.000,000
PINE RIDGE, SD 57770		THE LAKOTA FAMILY PRESERVATION MODEL OF PRACTICE, THE CHILD WELFARE TRAINING INSTITUTE, SUSTAINABILITY PLANNING, AND CULTURALLY RELEVANT AND UPDATED PRACTICE STANDARDS.	
MISSOURI JUVENILE JUSTICE ASSOCIATION	N/A	TO SUPPORT THE FALL EDUCATIONAL CONFERENCE ON	2,475.
P.O. BOX 1332	509(A)(2)	OCT. 26-28, 2011 AND THE CASEY SPONSORED WORKSHOP	
JEFFERSON CITY, MO 65102		"IMPROVING OUTCOMES FOR YOUTH THAT CROSSOVER BETWEEN JUVENILE JUSTICE AND CHILD WELFARE."	
MOCKINGBIRD SOCIETY	N/A	TO HELP SUPPORT THE 10TH ANNUAL BENEFIT LUNCHEON	2,500.
2100 24TH AVENUE SOUTH, SUITE 240 SEATTLE, WA 98144	509(A)(1)	ON A DECADE OF ADVOCACY/ A LIFETIME OF CHANGE IN SEATILE ON OCT. 20,2011.	
NATIONAL ASSOCIATION OF BLACK JOURNALISTS	N/N	TO SUPPORT THE ANNUAL CONVENTION AND CAREER FAIR:	35,000.
1100 KNIGHT HALL, SUITE 3100	509(A)(1)	THE POWER OF NOW, CLAIMING YOUR DESTINY IN	
COLLAGE PARK, MD 20742		PHILADELPHIA ON AUGUST 3-7, 2011.	
NATIONAL ASSOCIATION OF HISPANIC JOURNALISTS	N/A	TO SUPPORT THE 29TH ANNUAL MULTIMEDIA CONVENTION	15,000.
1000 NATIONAL PRESS BLDG, 529 - 14TH ST NW	509(A)(2)	AND CAREER EXPO IN ORLANDO, FL ON JUNE 15-18,	
WASHINGTON, DC 20045		2011.	

CASEY FAMILY PROGRAMS

ATTACHMENT 19 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL ASSOCIATION OF SOCIAL WORKERS (NASW) FOUN 750 FIRST STREET NE, SUITE 700 WASHINGTON, DC 20002	N/A 509(A)(3) TYPE 1	TO HELP SUPPORT THE 2011 SOCIAL WORKERS AWARENESS CAMPAIGN WHICH WILL TAKE PLACE IN MARCH 2011.	40,000.
NEW MEXICO CHILDREN, YOUTH, AND FAMILIES DEPT P.O. DRAWER 5160 SANTA FE, NM 87502	N/A GOVT AGENCY	TO SUPPORT DEVELOPMENT OF THE ORGANIZATIONS WEBSITE AND ELECTRONIC ANNUAL REPORT.	14,000.
PHILANTHROPY NORTHWEST 2101 FOURTH AVE, SUITE 650 SEATTLE, WA 98121	N/A 509(A)(1)	TO SUPPORT THE 2011 ANNUAL CONFERENCE IN MISSOULA, MT ON SEPT. 21-23, 2011.	9,500.
SEATTLE CENTER FOUNDATION 3518 FREMONT AVE. N. #583 SEATTLE, WA 98103	N/A 509(A)(1)	TO HELP SUPPORT THE GUIDING LIGHTS WEEKEND IN SEATTLE ON MARCH 25-26, 2011.	2,500.
SIGMA DELTA CHI FOUNDATION 3909 N. MERIDIAN ST. INDIANAPOLIS, IN 46208	N/A 509(A)(3) TYPE 1	TO HELP SUPPORT THE "SUPPORT OF 2011 EXCELLENCE IN JOURNALISM CONVENTION" IN NEW ORLEANS ON SEPT. 25-28, 2011.	4,000.
WASHINGTON STATE DEPT OF SOCIAL & HEALTH SERVICES 724 QUINE STREET SE OLYMPIA, WA 98504	N/A GOVT AGENCY	TO SUPPORT AND PAY FOR EXPENSES IN CONNECTIONS WITH THE PORTAL PROJECT	150,000.

ATTACHMENT 19 (CONT'D)

	AMOUNT	7,500.	10,000.	43,500.	1,500.	.000,	70,000.
	PURPOSE OF GRANT OR CONTRIBUTION	TO SUPPORT THE CONVENING WITH SELECT ORGANIZATIONS TO RAISE AWARENESS OF THE PLIGHT OF BLACK MEN AND BOYS NATIONWIDE, WITH MEETINGS SCHEDULED ON OCT 2011, JAN. 2012, AND JUNE 2012.	TO SUPPORT THE ANNUAL ARCHBISHOP DESMOND TUTU, FRIENDS OF THE FOUNDATION DINNER IN TACOMA, WA ON MAY 13,2011.	FOR USE IN COMPLETING SEVERAL WORK EFFORTS INCLUDING FORENSIC INTERVIEW TRAINING, DIRECT TITLE IV-E READINESS EFFORTS, AND TRAINING ON CULTURALLY RELEVANT STRATEGIES FOR RECRUITING NATIVE FOSTER PARENTS.	DONATION OF TICKETS FOR TALK OF THE TOWN DINNERS	TO SUPPORT AND PAY FOR EXPENSES IN CONNECTION WITH THE JUNE LEONARD MEMORIAL GOLF TOURNAMENT ON APRIL 5, 2011.	TO HELP SUPPORT AND PAY FOR EXPENSES IN CONNECTION WITH COLLEGE AND CAREER PLANNING, AND EDUCATIONAL ADVOCACY PROGRAMS FOR FOSTER YOUTH.
RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND	FOUNDATION STATUS OF RECIPIENT	N/A 509(A)(1)	N/A 509(A)(1)	N/A INDIAN TRIBE	N/A 509(A)(1)	N/A 509(A)(1)	N/A 509(A)(1)
	RECIPIENT NAME AND ADDRESS	THE FUND FOR PHILADELPHIA, INC. PHILADELPHIA CITY HALL, ROOM 708 PHILADELPHIA, PA 19107	THE GREATER TACOMA COMMUNITY FOUNDATION 950 PACIFIC AVENUE, SUITE 1220 TACOMA, WA 98402	THREE AFFILIATED TRIBES 404 FRONTAGE RD. NEW TOWN, ND 58763	TOWN HALL SEATTLE 1119 8TH AVE SEATTLE, WA 98101	TREEHOUSE 2100 - 24TH AVE SOUTH, SUITE 200 SEATTLE, WA 98144	TREEHOUSE 2100 - 24TH AVE SOUTH, SUITE 200 SEATTLE, WA 98144

ATTACHMENT 19 (CONT'D)

N/A 509(A)(2) N/A 509(A)(1) N/A GOVT AGENCY

ATTACHMENT 19 (CONT'D)	AMOUNT	. 660	. 50	25.	10.	150.
ATTACHMENT	PURPOSE OF GRANT OR CONTRIBUTION	JAPAN RELIEF AID	JAPAN RELIEF AID	JAPAN RELIEF AID	JAPAN RELIEF AID	JAPAN RELIEF AID
	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	N/A 509(A)(1)	N/A 509(A)(1)	N/A 509(A)(1)	N/A 509(A)(1)	N/A 509(A)(1)
	RECIPIENT NAME AND ADDRESS	AMERICAN RED CROSS P.O. BOX 4002018 DES MOINES, IA 50340	HABITAT FOR HUMANITY INTERNATIONAL 121 HABITAT STREET AMERICUS, GA 31709	SAVE THE CHILDREN 54 WILTON RD WESTPORT, CT 06880	UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	WORLD VISION INC. P.O. BOX 9716, DEPT W FEDERAL WAY, WA 98063

1,836,328.

TOTAL CONTRIBUTIONS PAID

	000		AMOUNT	1,500.	
91-0793881	ATTACHMENT 20		PURPOSE OF GRANT OR CONTRIBUTION	TO HELP SUPPORT HOSTING THE WELCOME RECEPTION FOR	THE INCOMING DIRECTOR OF ALAMEDA SOCIAL ERVICES AGENCY.
	FOR FUTURE DAYMENT	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	AND FOUNDATION STATUS OF RECIPIENT	N/A	509(A)(1)
CASEY FAMILY PROGRAMS	FORM 990PE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT		RECIPIENT NAME AND ADDRESS	YOUTH UPRISING	8711 MACARTHUR BLVD. OAKLAND, CA 94605

TOTAL CONTRIBUTIONS APPROVED

RELATED OR EXEMPT FUNCTION INCOME	13,140. 51,819. 8,300.	73,259.
AMOUNT	3,704,153.	3,704,153.
EXCLUSION CODE	1.4	
AMOUNT	-749,742.	-749,742.
BUSINESS	660006	1 11
DESCRIPTION	MISC. INCOME REIMBURSED EXPENSES RETURNED GRANTS INCOME FROM PRIVATE EQUITY PARTNERSHIPS	TOTALS

CASEY FAMILY PROGRAMS

91-0793881

DEPRECIATION													
Asset description	Date placed in service	Unadjusted Cost or basis	Bus.	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Beginning Ending Accumulated depreciation depreciation	Me-	Conv. Life	ACRS CRS class	Current-year 179 s expense	Current-year depreciation
LAND	01/01/2000		0										
BUILDING	01/01/2000	23337948.	100.000			23337948.	6,026,038.	6,765,607.	SL	27.000			739,569.
FURNITURE AND FIXT	01/01/2000	9,764,677.	100.000			9,764,677.	5,700,810.	6,732,978.	SL	7.000			1,032,168.
AUTOMOBILES	01/01/2000	520,601.	100.000			520,601.	441,121.	475,288.	SL	7.000			34,167.
LEASEHOLD IMPLOVEM	01/01/2000	11365319.	100.000			11365319.	227,762.	1,314,062.	SL	15.000			1,086,300.
Less: Retired Assets													
Subtotals	•	49443224.				44988545.	12395731.	15287935.					2,892,204.
Listed Property	-	-		•	-				-	_	-	-	
Lose: Rotired Assets													
-	-		1										
							1 1 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	1 0 0 0 1					
AMORTIZATION		49443224.				44988343.	12395/31.	1528/935.					2,892,204.
	Date placed in	Cost					Accumulated	Ending					Current-year
Asset description	service	basis					amortization	amortization	Sode	Life			amortization
										T		1	
TOTALS													
*Assets Retired													

JSA 1X9024 1.000

2679BD D15X

V 11-6

Security Name	Shares/Par	Cost	Market Value	Description
CALIFORNIA ST	200,000	197,294	225,716	STATE OBLIGATIONS
CALIFORNIA ST	375,000	377,756	449,944	STATE OBLIGATIONS
CALIFORNIA ST	800,000	816,350	978,176	STATE OBLIGATIONS
CALIFORNIA ST	375,000	361,389	443,411	STATE OBLIGATIONS
CALIFORNIA ST	100,000	101,701	123,035	STATE OBLIGATIONS
CALIFORNIA ST	175,000	176,661	216,074	STATE OBLIGATIONS
CALIFORNIA ST	300,000	302,847	370,413	STATE OBLIGATIONS
CHICAGO ILL TRANSIT AUTH TRANS	800,000	800,000	933,672	STATE OBLIGATIONS
CHICAGO ILL TRANSIT AUTH TRANS	2,100,000	2,259,840	2,450,889	STATE OBLIGATIONS
GOLDEN ST TOB SECURITIZATION	500,000	304,790	348,610	STATE OBLIGATIONS
ILLINOIS ST	900,000	922,832	949,338	STATE OBLIGATIONS
ILLINOIS ST	300,000	309,601	319,284	STATE OBLIGATIONS
ILLINOIS ST	1,800,000	1,854,153	1,848,168	STATE OBLIGATIONS
LOS ANGELES CALIF UNI SCH DIST	350,000	350,000	434,364	STATE OBLIGATIONS
NEW JERSEY ST TPK AUTH TPK REV	550,000	586,835	752,983	STATE OBLIGATIONS
TOBACCO SETTLEMENT FIN AUTH WE	1,035,000	991,737	746,711	STATE OBLIGATIONS
TOTAL - STATE OBLIGATIONS	_	10,713,786	11,590,788	
COMMIT TO PUR FHLMC GOLD SFM	6,000,000	6,251,250	6,292,500	US OBLIGATIONS
COMMIT TO PUR FNMA SF MTG	3,000,000	3,109,219	3,136,875	US OBLIGATIONS
COMMIT TO PUR FNMA SF MTG	-7,000,000	-7,265,781	-7,353,282	US OBLIGATIONS
COMMIT TO PUR FNMA SF MTG	-500,000	-535,313	-540,156	US OBLIGATIONS
FHLMC POOL #30-0088	1,524,051	1,526,961	1,799,414	US OBLIGATIONS
FHLMC POOL #78-6190	15,339	15,964	16,267	US OBLIGATIONS
FHLMC POOL #A5-4675	290,927	291,814	319,789	US OBLIGATIONS
FHLMC POOL #A6-4639	687,210	734,885	771,095	US OBLIGATIONS
FHLMC POOL #B1-4156	20,833	20,110	22,079	US OBLIGATIONS
FHLMC POOL #C0-0874	4,596	4,187	5,357	US OBLIGATIONS
FHLMC POOL #E0-1137	38,359	39,846	41,078	US OBLIGATIONS
FHLMC POOL #E0-1378	45,404	47,121	48,570	US OBLIGATIONS
FHLMC POOL #E0-1538	226,485	221,283	242,496	US OBLIGATIONS
FHLMC POOL #E8-9844	3,183	3,222	3,464	US OBLIGATIONS
FHLMC POOL #E9-1323	18,978	19,708	20,653	US OBLIGATIONS
FHLMC POOL #G0-1391	648	670	751	US OBLIGATIONS
FHLMC POOL #G0-2462	301,292	329,561	331,949	US OBLIGATIONS
FHLMC POOL #G0-3392 FHLMC POOL #G0-4593	918,911	1,005,059	1,012,485	US OBLIGATIONS
FHLMC POOL #G0-4593 FHLMC POOL #G0-4599	26,561	25,764	28,915	US OBLIGATIONS US OBLIGATIONS
	90,548	87,832	98,822	
FHLMC POOL #G0-6020	186,884	203,529	203,039	US OBLIGATIONS
FHLMC POOL #G0-6571 FHLMC POOL #G0-6832	540,573	595,052 384,230	596,128	US OBLIGATIONS
FHLMC POOL #G0-6652 FHLMC POOL #G1-1681	351,497	•	387,263	US OBLIGATIONS US OBLIGATIONS
	43,122	43,530 22,762	46,482	
FHLMC POOL #G1-1742 FHLMC POOL #G1-1769	22,596	•	24,357	US OBLIGATIONS
FHLMC POOL #G1-1769 FHLMC POOL #G1-2396	312,331	313,783	336,663	US OBLIGATIONS US OBLIGATIONS
FHLMC POOL #G1-2390 FHLMC POOL #G1-3889	980,731 1,811,891	1,001,571 1,948,916	1,073,098 1,962,671	US OBLIGATIONS
FHLMC POOL #G1-3009	69,595	70,345	75,017	US OBLIGATIONS
FHLMC POOL #G1-8065	114,930	115,649	123,884	US OBLIGATIONS
FHLMC POOL #G1-8295	1,232,385	1,313,645	1,339,210	US OBLIGATIONS
FHLMC MULTICLASS MTG	34,715	10,323	579	US OBLIGATIONS
FHLMC MULTICLASS MTG	13,739	13,726	13,740	US OBLIGATIONS
FHLMC MULTICLASS MTG	15,739	15,720	15,513	US OBLIGATIONS
FHLMC MULTICLASS MTG	102,913	102,656	102,705	US OBLIGATIONS
FHLMC MULTICLASS MTG	6,560	6,565	6,559	US OBLIGATIONS
FHLMC MULTICLASS MTG	52,317	52,407	52,311	US OBLIGATIONS
FHLMC MULTICLASS MTG 2691 FE	5,786	5,839	5,787	US OBLIGATIONS
FHLMC MULTICLASS MTG 2812 DF	47,634	47,872	47,709	US OBLIGATIONS
FHLMC MULTICLASS MTG 3389 GA	724,106	731,347	743,281	US OBLIGATIONS
	,	,	-,	

Security Name	Shares/Par	Cost	Market Value	Description
FHLMC MULTICLASS MTG T-61 1A1	768,654	742,067	781,505	US OBLIGATIONS
FNMA POOL #0254360	35,707	37,777	40,485	US OBLIGATIONS
FNMA POOL #0254393	104,396	110,627	118,423	US OBLIGATIONS
FNMA POOL #0256335	72,166	72,361	78,430	US OBLIGATIONS
FNMA POOL #0256985	140,383	147,578	160,340	US OBLIGATIONS
FNMA POOL #0323520	54,869	56,010	57,928	US OBLIGATIONS
FNMA POOL #0448182	741	734	773	US OBLIGATIONS
FNMA POOL #0497284	2,849	3,001	3,323	US OBLIGATIONS
FNMA POOL #0527939	4,204	4,428	4,903	US OBLIGATIONS
FNMA POOL #0541416	728	719	787	US OBLIGATIONS
FNMA POOL #0555162	1,060,611	1,050,337	1,082,835	US OBLIGATIONS
FNMA POOL #0555424	707,883	764,513	773,829	US OBLIGATIONS
FNMA POOL #0555432	1,333,624	1,420,935	1,457,865	US OBLIGATIONS
FNMA POOL #0555531	1,732,895	1,871,697	1,894,332	US OBLIGATIONS
FNMA POOL #0606540	7,269	7,569	8,452	US OBLIGATIONS
FNMA POOL #0689022	77,528	73,700	83,842	US OBLIGATIONS
FNMA POOL #0721252	172,942	169,537	187,026	US OBLIGATIONS
FNMA POOL #0725220	117,193	111,635	126,737	US OBLIGATIONS
FNMA POOL #0745406	342,607	351,815	370,967	US OBLIGATIONS
FNMA POOL #0748502	127,259	121,364	137,623	US OBLIGATIONS
FNMA POOL #0852534	110,767	107,496	119,743	US OBLIGATIONS
FNMA POOL #0888366	636,928	685,692	727,336	US OBLIGATIONS
FNMA POOL #0888367	857,064	971,161	978,719	US OBLIGATIONS
FNMA POOL #0889493	744,762	816,213	820,894	US OBLIGATIONS
FNMA POOL #0889528	601,679	620,622	664,124	US OBLIGATIONS
FNMA POOL #0889579	800,527	881,393	885,370	US OBLIGATIONS
FNMA POOL #0890341	233,295	256,365	257,775	US OBLIGATIONS
FNMA POOL #0919539	29,144	30,054	33,287	US OBLIGATIONS
FNMA POOL #0930851	109,757	114,954	115,791	US OBLIGATIONS
FNMA POOL #0931696	413,740	449,684	448,699	US OBLIGATIONS
FNMA POOL #0941621	499,289	508,026	513,940	US OBLIGATIONS
FNMA POOL #0995391	236,342	259,884	260,427	US OBLIGATIONS
FNMA POOL #0995952	862,405	916,574	951,909	US OBLIGATIONS
FNMA POOL #0AB1500	842,739	872,235	886,083	US OBLIGATIONS
FNMA POOL #0AB2072	133,233	135,856	137,143	US OBLIGATIONS
FNMA POOL #0AB3186	295,676	300,850	304,352	US OBLIGATIONS
FNMA POOL #0AC8781 FNMA POOL #0AD0167	677,938	705,586	722,939	US OBLIGATIONS
	1,925,120	2,034,311 488,814	2,096,152	US OBLIGATIONS US OBLIGATIONS
	458,812 675,416	•	503,132	US OBLIGATIONS US OBLIGATIONS
FNMA POOL #0AD0833 FNMA POOL #0AD2699	675,416 169,357	717,630	746,128 178,667	US OBLIGATIONS
FNMA POOL #0AD2699 FNMA POOL #0AD5637	378,040	172,268 404,266	403,133	US OBLIGATIONS
FNMA POOL #0AD5037	70,185	72,356	73,794	US OBLIGATIONS
FNMA POOL #0AD8009	883,947	933,531	932,540	US OBLIGATIONS
FNMA POOL #0AD8009 FNMA POOL #0AD8245	329,266	339,452	346,200	US OBLIGATIONS
FNMA POOL #0AE0371	691,146	744,385	763,333	US OBLIGATIONS
FNMA POOL #0AE0616	297,764	326,377	328,202	US OBLIGATIONS
FNMA POOL #0AE0828	960,042	924,228	988,214	US OBLIGATIONS
FNMA POOL #0AE1807	2,589,860	2,539,884	2,723,060	US OBLIGATIONS
FNMA POOL #0AE2494	3,738,664	3,627,673	3,930,950	US OBLIGATIONS
FNMA POOL #0AE3066	71,834	74,561	75,186	US OBLIGATIONS
FNMA POOL #0AE3725	805,004	813,746	846,406	US OBLIGATIONS
FNMA POOL #0AE4664	298,213	295,208	313,551	US OBLIGATIONS
FNMA POOL #0AE4783	945,692	972,585	994,330	US OBLIGATIONS
FNMA POOL #0AE5128	427,751	415,052	449,751	US OBLIGATIONS
FNMA POOL #0AE8712	2,788,010	2,605,264	2,869,823	US OBLIGATIONS
FNMA POOL #0AE9201	147,644	149,247	155,284	US OBLIGATIONS
FNMA POOL #0AH0017	937,648	930,908	985,872	US OBLIGATIONS
	001,040	550,550	000,072	33 352.3, 1110110

Security Name	Shares/Par	Cost	Market Value	Description
FNMA POOL #0AH2140	982,315	1,025,751	1,028,162	US OBLIGATIONS
FNMA POOL #0AH2986	966,394	950,351	1,016,098	US OBLIGATIONS
FNMA POOL #0AH4446	67,091	69,638	70,222	US OBLIGATIONS
FNMA POOL #0AH4874	980,798	987,848	1,031,548	US OBLIGATIONS
FNMA POOL #0AH5647	864,069	881,080	889,424	US OBLIGATIONS
FNMA POOL #0AH6783	967,196	977,586	1,017,243	US OBLIGATIONS
FNMA POOL #0AH7006	369,353	352,039	380,191	US OBLIGATIONS
FNMA POOL #0Al2963	854,397	902,190	902,433	US OBLIGATIONS
FNMA POOL #0Al3000	1,750,192	1,848,367	1,848,592	US OBLIGATIONS
FNMA POOL #0AJ5372	575,159	585,224	592,037	US OBLIGATIONS
FNMA POOL #0AJ5681	996,738	1,016,361	1,025,987	US OBLIGATIONS
FNMA POOL #0AJ5994	626,726	637,693	645,117	US OBLIGATIONS
FNMA POOL #0AJ9158	860,976	893,666	901,160	US OBLIGATIONS
FNMA POOL #0AL0851	1,314,555	1,451,145	1,448,932	US OBLIGATIONS
FNMA POOL #0AL0852	321,864	353,045	352,956	US OBLIGATIONS
FNMA POOL #0AL0901	514,003	562,030	563,655	US OBLIGATIONS
FNMA POOL #0AL1114	999,999	1,037,812	1,046,672	US OBLIGATIONS
FNMA POOL #0MA0533	1,698,924	1,749,502	1,786,302	US OBLIGATIONS
FNMA GTD REMIC P/T 03-32 FH	45,655	45,897	45,733	US OBLIGATIONS
FNMA GTD REMIC P/T 04-21 FL	164,422	164,653	164,356	US OBLIGATIONS
FNMA GTD REMIC P/T 05-120 CL U	310,661	310,078	309,681	US OBLIGATIONS
FNMA GTD REMIC P/T 2000-32 FM	35,325	35,340	35,418	US OBLIGATIONS
FNMA GTD REMIC P/T 2003-78 FI	138,960	139,438	138,985	US OBLIGATIONS
FNMA GTD REMIC P/T 99-51 LK	1,163,999	1,196,009	1,206,728	US OBLIGATIONS
GNMA POOL #0515849	4,540	4,707	4,657	US OBLIGATIONS
GNMA POOL #0620926	31,006	28,727	34,017	US OBLIGATIONS
GNMA POOL #0780733	486	488	498	US OBLIGATIONS
GNMA POOL #0781328	16,061	16,922	18,736	US OBLIGATIONS
GNMA POOL #0781548	18,580	17,219	21,720	US OBLIGATIONS
GNMA GTD REMIC 00-30 CL FB	14,557	14,733	14,580	US OBLIGATIONS
GNMA GTD REMIC 1999-7 K	775,094	737,308	834,072	US OBLIGATIONS
GNMA GTD REMIC 2000-26 CL DE	14,332	14,316	14,333	US OBLIGATIONS
GNMA II POOL #0002910	2,619	2,707	3,208	US OBLIGATIONS
GNMA II POOL #0002947	3,300	3,410	4,041	US OBLIGATIONS
GNMA II POOL #0003029	3,040	3,140	3,723	US OBLIGATIONS
GNMA II POOL #0003057	771	796	816	US OBLIGATIONS
GNMA II POOL #0008008	5,813	5,918	6,012	US OBLIGATIONS
GNMA II POOL #0008188	31,007	31,667	32,091	US OBLIGATIONS
GNMA II POOL #0008238	10,212	10,413	10,504	US OBLIGATIONS
GNMA II POOL #0008337	6,127	6,214	6,317	US OBLIGATIONS
GNMA II POOL #0008339	2,672	2,714	2,755	US OBLIGATIONS
GNMA II POOL #0008777	7,006	7,096	7,222	US OBLIGATIONS
GNMA II POOL #0080030	7,760	7,847	8,023	US OBLIGATIONS
GNMA II POOL #0080045	10,008	10,130	10,347	US OBLIGATIONS
GNMA II POOL #0080119	33,294	34,314	34,322	US OBLIGATIONS
GNMA II POOL #0080329	27,530	27,969	28,380	US OBLIGATIONS
GNMA II POOL #0080395	36,254	36,116	37,520	US OBLIGATIONS
GNMA II POOL #008968M	8,036	8,126	8,266	US OBLIGATIONS
U S TREASURY BOND	300,000	429,634	466,781	US OBLIGATIONS
U S TREASURY BOND	300,000	426,329	453,703	US OBLIGATIONS
U S TREASURY BOND	300,000	453,798	478,781	US OBLIGATIONS
U S TREASURY BOND	300,000	344,438	414,469	US OBLIGATIONS
U S TREASURY BOND	100,000	104,215	129,281	US OBLIGATIONS
U S TREASURY BOND	25,000	22,183	28,121	US OBLIGATIONS
U S TREASURY BOND	70,000	65,778	90,880	US OBLIGATIONS
U S TREASURY BOND	600,000	577,875	765,187	US OBLIGATIONS
U S TREASURY BOND	2,200,000	2,265,682	2,866,532	US OBLIGATIONS
U S TREASURY BOND	1,600,000	1,850,241	1,881,750	US OBLIGATIONS

Security Name	Shares/Par	Cost	Market Value	Description	
U S TREASURY NOTE	1,700,000	1,706,810	1,701,063	US OBLIGATIONS	_
U S TREASURY NOTE	3,150,000	3,167,206	3,154,183	US OBLIGATIONS	
U S TREASURY NOTE	1,745,000	1,752,706	1,750,385	US OBLIGATIONS	
U S TREASURY NOTE	200,000	200,430	200,398	US OBLIGATIONS	
U S TREASURY NOTE	500,000	508,769	558,281	US OBLIGATIONS	
U S TREASURY NOTE	1,500,000	1,505,091	1,538,438	US OBLIGATIONS	
U S TREASURY NOTE	4,900,000	4,878,548	4,955,889	US OBLIGATIONS	
US TREAS-CPI INFLATION INDEX	723,800	786,938	977,639	US OBLIGATIONS	
TOTAL - US OBLIGATIONS		88,517,822	92,363,314		
	<u> </u>				
TOTAL - PART II, LINE 10A	<u> </u>	99,231,608	103,954,102		

Security Name	Shares/Par	Cost	Market Value	Description
ARROWSTREET EMERGING MARKET	150,000	15,000,000	18,157,500	MUTUAL FUND
ARROWSTREET EMERGING MARKET FU	20,000	2,000,000	1,805,400	MUTUAL FUND
BAILLIE GIFFORD EMG MKTS	1,981,480	18,526,109	28,921,130	MUTUAL FUND
BGI ACWI EX-US SUPERFUND B	4,203,439	103,368,739	80,814,906	MUTUAL FUND
BGI EAFE	410,924	18,520,860	18,693,823	MUTUAL FUND
BGI MSCI EQ IND FD B CANADA	82,996	6,487,907	5,572,401	MUTUAL FUND
RUSSELL 3000 INDEX FUND B	2,040,004	30,478,166	28,767,867	MUTUAL FUND
GENESIS EMERGING MARKETS	80,272	37,689,497	50,271,779	MUTUAL FUND
JPMORGAN LLC 130/29	113,655,128	100,000,000	113,655,128	MUTUAL FUND
MARATHON LONDON INTERNATIONAL	2,884,341	131,987,598	108,686,722	MUTUAL FUND
MONDRIAN INTL EQUITY FD LP	2,198,645	53,825,640	48,721,849	MUTUAL FUND
MONDRIAN INTL SMALL CAP EQUITY	377,952	5,635,537	6,491,132	MUTUAL FUND
MONDRIAN LARGE CAP EMERGING	1,005,621	13,474,827	13,791,912	MUTUAL FUND
PRIMECAP ODYSSEY STOCK FUND	1,647,356	20,608,897	23,524,247	MUTUAL FUND
PYRAMIS GLOBAL MARKET NEUTRAL	13,444	13,443,960	15,384,317	MUTUAL FUND
RUSSELL 1000 VALUE INDEX FUND	2,272,383	36,971,863	37,608,020	MUTUAL FUND
VANGUARD PRIMECAP CORE FUND	2,133,079	26,073,387	28,775,230	MUTUAL FUND
UNITED PARCEL SERVICE INC	100,000	5,160,813	7,319,000	COMMON STOCK
ENCANA CORPORATION	20,010	591,779	371,214	COMMON STOCK
LUNDIN MINING CORP	82,760	391,521	314,541	COMMON STOCK
ADIDAS AG	6,230	479,060	406,476	COMMON STOCK
SAP AG ORD NPV	8,480	495,034	449,690	COMMON STOCK
E.ON AG NPV	22,700	620,353	491,232	COMMON STOCK
ALLIANZ SE (SOCIETAS EUROPEAE)	5,040	663,549	483,569	COMMON STOCK
SIEMENS AG NPV REGD	5,170	637,844	496,244	COMMON STOCK
BANCO SANTANDER SA	43,061	470,155	328,131	COMMON STOCK
DISTRIBUIDORA INTERNACIONAL DE	8,680	42,686	39,381	COMMON STOCK
CARREFOUR EUR2.5	21,050	688,061	481,349	COMMON STOCK
ALSTOM EUR7 (POST	11,580	655,338	352,213	COMMON STOCK
TOTAL SA EUR2.5	15,640	864,187	801,971	COMMON STOCK
HEINEKEN NV EUR1.60	13,780	816,874	639,872	COMMON STOCK
CRH ORD EURO.32 DUBLIN LIST	24,080	500,026	480,145	COMMON STOCK
NOKIA (AB) OY EUR0.06	61,370	371,425	300,506	COMMON STOCK
CHEUNG KONG(HLDGS) HK\$0.50	30,362	430,411	361,220	COMMON STOCK
CANON INC NPV	9,900	460,159	438,770	COMMON STOCK
				COMMON STOCK
SUMITOMO MITSUI TRUST HOLDINGS	251,000	846,418	737,276	
KEYENCE CORP NPV	900	244,785	217,104	COMMON STOCK
MITSUBISHI CORP NPV	39,339	943,532	795,063	COMMON STOCK
NINTENDO CO	4,499	778,317	619,826	COMMON STOCK
SMC CORP NPV	2,860	495,183	461,674	COMMON STOCK
SECOM CO Y50	8,000	375,240	369,119	COMMON STOCK
SUMITOMO METAL MNG NPV	38,000	592,688	488,459	COMMON STOCK
SUZUKI MOTOR CO NPV	23,700	527,481	490,387	COMMON STOCK
BANK OF YOKOHAMA Y50	186,000	902,592	879,958	COMMON STOCK
NPEX CORPORATION	70	493,798	441,253	COMMON STOCK
MS&AD INSURANCE GROUP HOLDINGS	24,710	573,808	457,973	COMMON STOCK
NKSJ HOLDINGS INC	20,750	535,764	407,233	COMMON STOCK
SIME DARBY BHD (NEW) MYR0.50	83,600	252,484	242,625	COMMON STOCK
TURKIYE GARANTI BANKASI	120,590	512,331	376,724	COMMON STOCK
NORSK HYDRO ASA NOK3.6666	84,608	526,555	393,272	COMMON STOCK
DIAGEO ORD 28 101/108P	45,980	927,015	1,005,050	COMMON STOCK
GLAXOSMITHKLINE ORD GBP0.25	44,750	936,420	1,023,369	COMMON STOCK
KSTRATA COM STK USD0.50	30,635	523,726	465,624	COMMON STOCK
ANGLO AMERICAN	10,078	441,436	372,604	COMMON STOCK
REED ELSEVIER	57,000	498,145	459,749	COMMON STOCK
MTN GROUP LTD ZAR 0.0001	19,980	411,601	355,702	COMMON STOCK
GOLDEN AGRI RES USD0.025	696,709	380,052	384,180	COMMON STOCK
DBS HLDGS SGD1	29,000	334,702	257,649	COMMON STOCK
ERICSSON (L.M.)	40,660	563,518	417,555	COMMON STOCK
ROCHE HLDG AG GENUSSCHEINE NPV	7,890	1,317,481	1,343,266	COMMON STOCK
NESTLE SA	15,070	940,014	870,260	COMMON STOCK
NESTLE SA AOL INC	15,070 30,800	940,014 571,777	465,080	COMMON STOCK

Security Name	Shares/Par	Cost	Market Value	Description
AON CORP	6,500	273,236	304,200	COMMON STOCK
APACHE CORP	4,110	489,018	372,284	COMMON STOCK
APOLLO GROUP INC	10,160	434,558	547,319	COMMON STOCK
BP PLC	11,600	495,894	495,784	COMMON STOCK
BAKER HUGHES INC	5,230	367,689	254,387	COMMON STOCK
BIOMARIN PHARMACEUTICAL INC	20,200	528,517	694,476	COMMON STOCK
CISCO SYSTEMS INC	42,800	644,765	773,824	COMMON STOCK
COMCAST CORP	17,270	424,339	409,472	COMMON STOCK
EOG RESOURCES INC	6,790	687,203	668,883	COMMON STOCK
EXELON CORP	14,310	608,911	620,625	COMMON STOCK
FLUOR CORP	4,390	276,346	220,598	COMMON STOCK
GENERAL ELECTRIC CO	54,600	958,511	977,886	COMMON STOCK
GILEAD SCIENCES INC	9,320	379,769	381,468	COMMON STOCK
HEALTHSOUTH CORP	18,710	480,568	330,606	COMMON STOCK
ELI LILLY & CO	13,000	484,336	540,280	COMMON STOCK
LORILLARD INC	6,710	733,916	764,940	COMMON STOCK
MARATHON OIL CORP	10,020	308,904	293,285	COMMON STOCK
MARATHON PETROLEUM CORP	5,010	198,894	166,783	COMMON STOCK
MERCK & CO INC	25,020	871,899	943,254	COMMON STOCK
MOLSON COORS BREWING CO NEWMONT MINING CORP	11,140 3,450	494,919	485,036	COMMON STOCK COMMON STOCK
NOBLE ENERGY INC	5,440	181,422	207,035	
ORACLE CORP	19,190	478,332	513,482 492,224	COMMON STOCK COMMON STOCK
PEPSICO INC/NC	5,440	614,544 339,880	360,944	COMMON STOCK
PHILIP MORRIS INTERNATIONAL IN	8,090		634,903	COMMON STOCK
PRINCIPAL FINANCIAL GROUP INC	23,390	532,261 692,271	575,394	COMMON STOCK
PRUDENTIAL FINANCIAL GROUP INC	12,830	791,566	643,040	COMMON STOCK
PUBLIC SERVICE ENTERPRISE GROU	28,370	907,738	936,494	COMMON STOCK
STATE STREET CORP	13,350	570,208	538,139	COMMON STOCK
TIME WARNER INC	14,310	507,096	517,163	COMMON STOCK
TORCHMARK CORP	14,430	607,437	626,118	COMMON STOCK
VODAFONE GROUP PLC	23,370	611,331	655,061	COMMON STOCK
WAL-MART STORES INC	16,970	888,508	1,014,127	COMMON STOCK
WASHINGTON POST CO/THE	1,280	533,560	482,317	COMMON STOCK
YAMANA GOLD INC	18,450	208,946	271,031	COMMON STOCK
BUNGE LIMITED COM	6,510	436,303	372,372	COMMON STOCK
COVIDIEN PLC	17,390	936,062	782,724	COMMON STOCK
EVEREST RE GROUP INC COM	6,910	562,225	581,062	COMMON STOCK
MARVELL TECHNOLOGY GROUP LTD	28,370	402,931	392,925	COMMON STOCK
WILLIS GROUP HOLDINGS PUBLIC	17,680	702,373	685,984	COMMON STOCK
FOSTER WHEELER AG COM	25,497	685,000	488,013	COMMON STOCK
NOBLE CORPORATION BAAR	22,020	787,887	665,444	COMMON STOCK
ABIOMED INC	36,700	688,788	677,849	COMMON STOCK
ADVISORY BOARD CO/THE	18,800	1,176,799	1,395,148	COMMON STOCK
ALIGN TECHNOLOGY INC	13,700	337,525	325,033	COMMON STOCK
AMERICAN PUBLIC EDUCATION INC	9,600	432,806	415,488	COMMON STOCK
AMERIGON INC	56,800	438,261	809,968	COMMON STOCK
ARUBA NETWORKS INC	26,300	437,894	487,076	COMMON STOCK
BALCHEM CORP	23,500	793,310	952,690	COMMON STOCK
BANKRATE INC	41,900	819,543	900,850	COMMON STOCK
BEACON ROOFING SUPPLY INC	31,200	658,866	631,176	COMMON STOCK
BJ'S RESTAURANTS INC	21,000	551,129	951,720	COMMON STOCK
BOTTOMLINE TECHNOLOGIES INC	58,300	969,800	1,350,811	COMMON STOCK
BRAVO BRIO RESTAURANT GROUP IN	25,100	429,264	430,465	COMMON STOCK
BUFFALO WILD WINGS INC	7,800	429,213	526,578	COMMON STOCK
C&J ENERGY SERVICES INC	37,000	994,913	774,410	COMMON STOCK
CALGON CARBON CORP	40,900	689,734	642,539	COMMON STOCK
CARBO CERAMICS INC	8,000	702,709	986,640	COMMON STOCK
CARPENTER TECHNOLOGY CORP	17,800	998,191	916,344	COMMON STOCK
CAVIUM INC	14,600	387,316	415,078	COMMON STOCK
CEPHEID INC	18,600	409,152	640,026	COMMON STOCK
CHART INDUSTRIES INC	18,400	917,833	994,888	COMMON STOCK
CHIPOTLE MEXICAN GRILL INC	978	145,600	330,310	COMMON STOCK
COGNEX CORP	21,800	618,644	780,222	COMMON STOCK

Security Name	Shares/Par	Cost	Market Value	Description
COMPLETE PRODUCTION SERVICES I	19,300	668,840	647,708	COMMON STOCK
CUBIST PHARMACEUTICALS INC	22,900	888,273	907,298	COMMON STOCK
CYPRESS SEMICONDUCTOR CORP	41,500	470,044	700,935	COMMON STOCK
EXLSERVICE HOLDINGS INC	29,600	749,253	662,152	COMMON STOCK
FARO TECHNOLOGIES INC	16,200	745,670	745,200	COMMON STOCK
FINANCIAL ENGINES INC	17,800	296,194	397,474	COMMON STOCK
FRANCESCAS HOLDINGS CORP	22,400	506,318	387,520	COMMON STOCK
FRESH MARKET INC/THE	19,100	699,669	762,090	COMMON STOCK
FUSION-IO INC	20,900	512,230	505,780	COMMON STOCK
GENOMIC HEALTH INC	19,500	468,398	495,105	COMMON STOCK
GREEN MOUNTAIN COFFEE ROASTERS	4,950	164,992	222,008	COMMON STOCK
HMS HOLDINGS CORP	37,400	703,392	1,196,052	COMMON STOCK
HEALTHSTREAM INC	26,800	444,780	494,460	COMMON STOCK
HEICO CORP	18,500	587,590	1,081,880	COMMON STOCK
HEXCEL CORP	56,300	1,239,026	1,363,023	COMMON STOCK
HIBBETT SPORTS INC	24,400	783,329	1,102,392	COMMON STOCK
HOMEAWAY INC	12,300	446,977	285,975	COMMON STOCK
HUB GROUP INC	8,800	316,717	285,384	COMMON STOCK
IMPERVA INC	16,900	422,060	588,289	COMMON STOCK
INFORMATICA CORP	5,800	172,145	214,194	COMMON STOCK COMMON STOCK
INVENSENSE INC LOGMEIN INC	50,800 15,900	429,388 463,961	505,968	
LULULEMON ATHLETICA INC	8,000	143,242	612,945 373,280	COMMON STOCK COMMON STOCK
LUMINEX CORP	36,400	668,472	772,772	COMMON STOCK
MANHATTAN ASSOCIATES INC	16,800	709,131	680,064	COMMON STOCK
MERIT MEDICAL SYSTEMS INC	30,100	550,139	402,738	COMMON STOCK
MIDDLEBY CORP	12,000	697,273	1,128,480	COMMON STOCK
MISTRAS GROUP INC	33,300	754,682	848,817	COMMON STOCK
NETGEAR INC	22,200	898,090	745,254	COMMON STOCK
OSI SYSTEMS INC	24,400	1,036,136	1,190,232	COMMON STOCK
OMNICELL INC	42,500	646,681	702,100	COMMON STOCK
QLIK TECHNOLOGIES INC	20,900	307,568	505,780	COMMON STOCK
QUALITY SYSTEMS INC	14,700	512,856	543,753	COMMON STOCK
RBC BEARINGS INC	24,800	941,891	1,034,160	COMMON STOCK
REALPAGE INC	26,100	660,686	659,547	COMMON STOCK
RUE21 INC	12,300	333,682	265,680	COMMON STOCK
SXC HEALTH SOLUTIONS CORP	15,900	693,934	898,032	COMMON STOCK
SIGNATURE BANK/NEW YORK NY	16,700	668,174	1,001,833	COMMON STOCK
SOLARWINDS INC	14,500	451,256	405,275	COMMON STOCK
SOURCEFIRE INC	29,400	796,081	951,972	COMMON STOCK
SYNCHRONOSS TECHNOLOGIES INC	39,200	652,654	1,184,232	COMMON STOCK
TEAM INC	23,900	628,365	711,025	COMMON STOCK
TEAVANA HOLDINGS INC	16,300	349,248	306,114	COMMON STOCK
TENNANT CO	21,000	849,712	816,270	COMMON STOCK
TITAN MACHINERY INC	24,900	661,744	541,077	COMMON STOCK
ULTA SALON COSMETICS & FRAGRAN	17,300	363,428	1,123,116	COMMON STOCK
ULTIMATE SOFTWARE GROUP INC	22,200	694,316	1,445,664	COMMON STOCK
VERA BRADLEY INC	17,700	553,851	570,825	COMMON STOCK
VOLCANO CORP	17,500	489,619	416,325	COMMON STOCK
WOODWARD INC	18,300	691,143	749,019	COMMON STOCK
ALTISOURCE PORTFOLIO SOLUTIONS	11,100	487,384	556,998	COMMON STOCK
TORNIER NV	15,000	285,000	270,000	COMMON STOCK
TELSTRA CORP NPV	219,816	686,278	750,433	COMMON STOCK
NOVO-NORDISK AS DKK1	947	78,111	109,167	COMMON STOCK
ANHEUSER-BUSCH INBEV NV	1,393 883	82,594	85,543 27,796	COMMON STOCK
BELGACOM NPV FRESENIUS SE & CO KGAA	1,435	27,584 149,417	27,786 133,156	COMMON STOCK COMMON STOCK
UNITED INTERNET AG NPV REGD	1,435 3,662	46,342	133,156 65,603	COMMON STOCK
RWE AG (NEU) NPV 'A'	2,095	77,911	73,838	COMMON STOCK
SAP AG ORD NPV	2,095 4,378	263,154	73,030 232,163	COMMON STOCK
E.ON AG NPV	24,339	488,726	526,700	COMMON STOCK
MUENCHENER RUECKVERSICHERUNGS	1,919	238,140	236,111	COMMON STOCK
INFINEON TECHNOLOGIES ORD NPV	15,958	145,316	120,484	COMMON STOCK
KABEL DEUTSCHLAND HOLDING AG	618	34,611	31,461	COMMON STOCK
	010	5 1,011	51,701	

Security Name	Shares/Par	Cost	Market Value	Description
REPSOL YPF SA EUR1	16,337	524,114	503,369	COMMON STOCK
RENAULT REGIE NATIONALE DES	153	7,117	5,323	COMMON STOCK
VIVENDI SA EUR5.5	25,039	605,116	549,974	COMMON STOCK
STMICROELECTRONICS EUR1.04	13,589	131,803	80,988	COMMON STOCK
SOCIETE GENERALE EUR1.25	9,973	256,658	222,744	COMMON STOCK
UNIBAIL-RODAMCO SE EUR5	284	49,335	51,209	COMMON STOCK
AXA EUR2.29	27,927	454,269	364,166	COMMON STOCK
ESSILOR INTERNATIONAL EURO.18	460	33,962	32,574	COMMON STOCK
CREDIT AGRICOLE SA EUR3	2,316	23,819	13,108	COMMON STOCK
BNP PARIBAS EUR2	2,556	97,090	100,703	COMMON STOCK
PAGESJAUNES GROUPE SA EUR0.20	3,114	30,005 1,270,149	11,339	COMMON STOCK
TOTAL SA EUR2.5	23,132 16,631	, ,	1,186,138	COMMON STOCK
NATIXIS EUR1.6 SCOR SE EUR7.876972 (POST	1,076	78,098 30,559	41,970 25,226	COMMON STOCK COMMON STOCK
OPAP SA EUR0.3 (CR)	6,758	99,675	59,919	COMMON STOCK
ASSICURAZIONI GENERALI EUR1	25,218	417,967	380,728	COMMON STOCK
INTESA SANPAOLO EURO.52	256,039	383,912	430,096	COMMON STOCK
MEDIOBANCA SPA EURO.5	7,731	60,699	44,620	COMMON STOCK
ENI EUR1	6,216	131,943	129,190	COMMON STOCK
TELECOM ITALIA EUR0.55	253,629	295,064	273,605	COMMON STOCK
UNICREDIT SPA	27,986	318,953	233,239	COMMON STOCK
KONINKLIJKE AHOLD NV EUR0.30	6,473	81,618	87,432	COMMON STOCK
ASML HLDG NV EUR0.09	10,041	348,768	423,303	COMMON STOCK
IRISH BANK RESOLUTION CORP LTD	3,842	8,762	0	COMMON STOCK
NOKIA (AB) OY EUR0.06	87,137	556,316	426,677	COMMON STOCK
ORION CORP SER B NPV	711	13,535	13,891	COMMON STOCK
CHINA MOBILE LTD	80,000	787,471	781,809	COMMON STOCK
PCCW LIMITED HKD0.25	148,000	68,116	50,879	COMMON STOCK
HUTCHISON TELECOMMUNICATIONS	224,000	21,099	86,236	COMMON STOCK
UNITED TRACTORS TBK PT	18,500	46,883	53,761	COMMON STOCK
ASTRA INTERNATIONAL TBK PT	18,000	99,158	146,898	COMMON STOCK
PT INDO TAMBANGRAYA MEGAH TBK	17,500	94,220	74,593	COMMON STOCK
AISIN SEIKI CO Y50	3,900	143,290	111,211	COMMON STOCK
ASAHI GROUP HOLDINGS LTD	8,400	175,304	184,507	COMMON STOCK
ASAHI KASEI CORP JPY50	1,000	6,582	6,031	COMMON STOCK
NTT DOCOMO INC BRIDGESTONE CO Y50	159	293,798	292,416	COMMON STOCK
CITIZEN HOLDINGS CO Y50	6,000 32,700	133,936 171,671	136,080 189,978	COMMON STOCK COMMON STOCK
KDDI CORP Y5000	52,700	421,016	379,582	COMMON STOCK
DAIHATSU MOTOR CO Y50	5,000	78,650	89,290	COMMON STOCK
LAWSON INC NPV	1,000	55,629	62,451	COMMON STOCK
FUJI HEAVY LTD Y50	7,000	60,396	42,306	COMMON STOCK
HINO MOTORS Y50	6,000	33,401	36,418	COMMON STOCK
ISUZU MOTORS LTD Y50	34,000	154,046	157,317	COMMON STOCK
JAPAN TOBACCO INC Y50000	121	528,900	569,301	COMMON STOCK
AEON CO LTD NPV	14,200	195,048	195,079	COMMON STOCK
KAO CORP	9,900	260,066	270,597	COMMON STOCK
KIRIN HOLDINGSCO LTD Y50	9,000	113,298	109,488	COMMON STOCK
JTEKT CORP	2,300	34,291	22,629	COMMON STOCK
SOJITZ CORPORATION NPV	55,600	107,326	85,994	COMMON STOCK
NIPPON MEAT PACKERS Y50	9,000	125,107	111,827	COMMON STOCK
NIPPON TEL & TEL CORP Y50000	10,700	507,860	547,238	COMMON STOCK
NIPPON EXPRESS CO Y50	29,000	121,028	113,075	COMMON STOCK
NIKON CORP NPV	100	2,240	2,228	COMMON STOCK
SOFTBANK CORPORATION NPV	15,800	585,201	465,539	COMMON STOCK
SUMITOMO RUBBER INDUSTRIES Y50	3,300	41,476	39,631	COMMON STOCK
TOYO SUISAN KAISHA LTD Y50	6,000	163,183	145,438	COMMON STOCK
SEVEN & I HLDG CO LTD NPV	17,100	457,565	476,729	COMMON STOCK
IDEMITSU KOSAN CO LTD NPV JX HOLDINGS INC	600 14,000	66,982 86,080	61,918 84,611	COMMON STOCK
DIGI.COM.BERHAD MYR0.01	14,000 303,000	86,080 228,588	84,611 370,864	COMMON STOCK COMMON STOCK
ARCELIK TRY1	29,831	25,456	96,667	COMMON STOCK
T SISE VE CAM FABR TRY1	21,489	24,259	32,428	COMMON STOCK
BIM BIRLESIK MAGAZALAR TRY1	4,727	78,049	131,403	COMMON STOCK
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Security Name	Shares/Par	Cost	Market Value	Description
TELENOR ASA	3,960	62,114	65,094	COMMON STOCK
STATOIL ASA NOK2.50	9,783	246,579	251,626	COMMON STOCK
ABOITIZ POWER CORPORATION PHP1	133,200	85,045	90,815	COMMON STOCK
KGHM POLSKA MIEDZ PLN 10 BR	2,313	17,273	74,497	COMMON STOCK
POL GORNICTWO NAFT I	148,989	180,078	177,019	COMMON STOCK
TAURON POLSKA ENERGIA SA	23,662	48,141	36,865	COMMON STOCK
ARM HOLDINGS ORD GBP0.0005	9,041	88,281	83,180	COMMON STOCK
BRITISH SKY BRDCSTG	10,085	71,895	114,805	COMMON STOCK
BAE SYSTEMS ORD GBP0.025	31,212	171,538	138,292	COMMON STOCK
COMPASS GROUP ORD GBP0.10	32,492	156,541	308,529	COMMON STOCK
PEARSON ORD GBP0.25	11,453	128,351	215,369	COMMON STOCK
OLD MUTUAL ORD GBP0.10	42,347	90,189	89,175	COMMON STOCK
SAGE GROUP ORD 1P	16,952	67,492	77,507	COMMON STOCK
GLAXOSMITHKLINE ORD GBP0.25	53,271	1,098,610	1,218,232	COMMON STOCK
ASTRAZENECA ORD USD0.25	16,296	696,827	753,437	COMMON STOCK
BT GROUP ORD GBP0.05	110,814	209,284	328,760	COMMON STOCK
NEXT GROUP ORD GBP0.10	3,109	50,195	132,244	COMMON STOCK
KINGFISHER ORD GBP0.157142857	29,166	102,370	113,634	COMMON STOCK
ITV ORD GBP0.10	22,029	27,015	23,331	COMMON STOCK
VODAFONE GROUP	168,356	392,748	468,078	COMMON STOCK
HOME RETAIL GROUP ORD GBP0	14,315	56,021	18,554	COMMON STOCK
ENTERPRISE INNS ORD GBP0.025	29,202	55,660	12,707	COMMON STOCK
FRESNILLO PLC	1,067	27,379	25,321	COMMON STOCK
SPIRIT PUB CO PLC ORD GBP0.01	11,529	45,958	7,660	COMMON STOCK
RESOLUTION LTD ORD NPV(NEW)	3,566	16,666	13,932	COMMON STOCK
SASOL NVP	7,633	386,325	364,471	COMMON STOCK
SHOPRITE HLDGS LTD SHS	3,122	38,179	52,669	COMMON STOCK
SANLAM ZAR0.01	68,532	162,972	244,897	COMMON STOCK
KUMBA IRON ORE LTD NPV	1,286	58,372	79,644	COMMON STOCK
HANKOOK TIRE MANUFACTURING	220	9,207	8,642	COMMON STOCK
KT&G CORP	1,214	72,131	85,781	COMMON STOCK
LG HOUSEHOLD & HEALTHCARE	216	93,776	91,406	COMMON STOCK
HYUNDAI MOBIS	733	268,477	185,477	COMMON STOCK
HYUNDAI MTR CO	2,912	501,247	538,417	COMMON STOCK
KIA MOTORS CORP	8,850	228,758	512,409	COMMON STOCK
NHN CORP	453	95,421	82,971	COMMON STOCK
SAMSUNG ELECTRONICS CO LTD	614	528,909	563,900	COMMON STOCK
LOTTE SHOPPING CENTER CO	84	38,081	24,755	COMMON STOCK
SK C&C CO LTD	271	37,728	27,523	COMMON STOCK
MANDO CORP	290	59,879	51,858	COMMON STOCK
SWEDISH MATCH AB NPV	9,050	154,835	322,512	COMMON STOCK
MILLICOM INTL CELL SDR EACH	449	45,991	45,160	COMMON STOCK
TELE2 AB SER'B' SEK1.25	3,074	59,260	60,042	COMMON STOCK
NOVARTIS AG CHF0.50 (REGD)	4,604	259,446	264,394	COMMON STOCK
ROCHE HLDG AG GENUSSCHEINE NPV	1,878	317,158	319,728	COMMON STOCK
ADVANCED INFO SVCS PUBLIC CO	28,900	112,928	128,699	COMMON STOCK
BEC WORLD PCL-FOREIGN	89,500	103,878	127,655	COMMON STOCK
CP ALL PCL THB1(ALIEN MARKET)	227,300	96,235	372,830	COMMON STOCK
AMC NETWORKS INC	1,830	69,354	68,771	COMMON STOCK
ACTIVISION BLIZZARD INC	41,236	526,960	508,028	COMMON STOCK
AETNA INC	1,047	36,934	44,173	COMMON STOCK
ALPHA NATURAL RESOURCES INC	5,556	109,992	113,509	COMMON STOCK
AMERISOURCEBERGEN CORP	2,587	96,565	96,211	COMMON STOCK
AMERIPRISE FINANCIAL INC	529	22,740	26,260	COMMON STOCK
ANHEUSER-BUSCH INBEV NV	1,052	62,420	64,161	COMMON STOCK
APOLLO GROUP INC	4,538	193,719	244,462	COMMON STOCK
APPLIED MATERIALS INC	17,215	184,212	184,373	COMMON STOCK
ARM HOLDINGS PLC	5,665	152,067	156,751	COMMON STOCK
ASSURANT INC	2,533	97,213	104,005	COMMON STOCK
AUTOZONE INC	3,432	884,994	1,115,297	COMMON STOCK
BANK OF AMERICA CORP	64,186	363,206	356,874	COMMON STOCK
CR BARD INC	1,433	143,748	122,522	COMMON STOCK
BORGWARNER INC	2,604	176,255	165,979	COMMON STOCK
BRASIL TELECOM SA	7,918	84,881	49,092	COMMON STOCK

Security Name	Shares/Par	Cost	Market Value	Description
CBS CORP	2,249	52,144	61,038	COMMON STOCK
CF INDUSTRIES HOLDINGS INC	1,837	261,734	266,328	COMMON STOCK
CIGNA CORPORATION COM	6,051	289,167	254,142	COMMON STOCK
CIT GROUP INC	5,977	202,269	208,418	COMMON STOCK
CABLEVISION SYSTEMS CORP	7,798	200,868	110,888	COMMON STOCK
CAPITAL ONE FINANCIAL CORP	25,226	1,040,600	1,066,808	COMMON STOCK
CHINA MOBILE LTD	12,187	605,575	590,948	COMMON STOCK
CHINA UNICOM HONG KONG LTD	20,259	417,399	428,073	COMMON STOCK
CLOROX CO	1,211	79,341	80,604	COMMON STOCK
COMCAST CORP	10,114	236,657	238,286	COMMON STOCK
COMERICA INC	6,858	172,110	176,936	COMMON STOCK
CIA ENERGETICA DE MINAS GERAIS	7,408	110,932	131,788	COMMON STOCK
CIA DE BEBIDAS DAS AMERICAS	19,392	589,164	699,857	COMMON STOCK
CIA DE MINAS BUENAVENTURA SA	1,560	74,551	59,810	COMMON STOCK
CONAGRA FOODS INC	8,629	223,685	227,806	COMMON STOCK
CONSTELLATION BRANDS INC	5,135	98,631	106,140	COMMON STOCK
COSTCO WHOLESALE CORP	4,169	343,879	347,361	COMMON STOCK
COVENTRY HEALTH CARE INC	9,382	219,014	284,931	COMMON STOCK
DEVON ENERGY CORP	3,701	239,577	229,462	COMMON STOCK
DEVRY INC	1,737	70,523	66,805	COMMON STOCK
DIRECTV	25,706	1,236,068	1,099,189	COMMON STOCK
DOLLAR TREE INC	4,030	307,716	334,933	COMMON STOCK
DR PEPPER SNAPPLE GROUP INC	3,135	116,348	123,770	COMMON STOCK
FIFTH THIRD BANCORP	41,990	571,282	534,113	COMMON STOCK
FOMENTO ECONOMICO MEXICANO SAB	1,315	90,382	91,669	COMMON STOCK
FOREST LABORATORIES INC	12,053	333,688	364,724	COMMON STOCK
FOSSIL INC	715	64,396	56,742	COMMON STOCK
GENWORTH FINANCIAL INC	21,134	150,232	138,428	COMMON STOCK
HCA HOLDINGS INC	10,455	234,847	230,324	COMMON STOCK
HANSEN NATURAL CORP	6,320	329,752	582,325	COMMON STOCK
HARTFORD FINANCIAL SERVICES GR	13,687	258,999	222,414	COMMON STOCK
HELMERICH & PAYNE INC	1,544	92,053	90,108	COMMON STOCK
HOLLYFRONTIER CORP	3,772	113,961	88,265	COMMON STOCK
HORMEL FOODS CORP	2,877	63,983	84,267	COMMON STOCK
ITT EDUCATIONAL SERVICES INC	533	33,311	30,322	COMMON STOCK
KEYCORP	91,120	732,775	700,713	COMMON STOCK
KROGER CO/THE	1,437	35,233	34,804	COMMON STOCK
LSI CORP	38,966	248,153	231,848	COMMON STOCK
LAM RESEARCH CORP	7,693	348,327	284,795	COMMON STOCK
LEUCADIA NATIONAL CORP	2,832	67,810	64,400	COMMON STOCK
LIBERTY MEDIA CORP - LIBERTY	1,782	135,601	139,085	COMMON STOCK
LIBERTY INTERACTIVE CORP	18,109	297,715	293,637	COMMON STOCK
LINCOLN NATIONAL CORP	4,719	102,858	91,643	COMMON STOCK
LORILLARD INC	7,414	633,020	845,196	COMMON STOCK
MARATHON OIL CORP	16,632	468,378	486,819	COMMON STOCK
MARATHON PETROLEUM CORP	11,712	421,678	389,892	COMMON STOCK
MAXIM INTEGRATED PRODUCTS INC	15,484	367,305	403,203	COMMON STOCK
MCDONALD'S CORP	1,338	124,462	134,242	COMMON STOCK
MEAD JOHNSON NUTRITION CO	4,317	276,297	296,707	COMMON STOCK
MEDCO HEALTH SOLUTIONS INC	2,573	122,787	143,831	COMMON STOCK
METROPCS COMMUNICATIONS INC	11,925	198,327	103,509	COMMON STOCK
MICRON TECHNOLOGY INC	48,269	400,949	303,612	COMMON STOCK
MOODY'S CORP	3,246	114,855	109,325	COMMON STOCK
MURPHY OIL CORP	2,987	179,938	166,495	COMMON STOCK
NII HOLDINGS INC	2,348	68,122	50,012	COMMON STOCK
NIPPON TELEGRAPH & TELEPHONE C	3,698	86,106	93,670	COMMON STOCK
NOKIA OYJ	24,606	135,937	118,601	COMMON STOCK
NSTAR	1,781	76,665	83,636	COMMON STOCK
PHILIP MORRIS INTERNATIONAL IN	3,576	243,336	280,644	COMMON STOCK
PLAINS EXPLORATION & PRODUCTIO	7,049	219,587	258,839	COMMON STOCK
PRICELINE.COM INC	696	347,977	325,526	COMMON STOCK
PRINCIPAL FINANCIAL GROUP INC	12,593	366,137	309,788	COMMON STOCK
PRUDENTIAL FINANCIAL INC	4,079	201,173	204,439	COMMON STOCK
QEP RESOURCES INC	2,296	78,118	67,273	COMMON STOCK
WEI TREGOGROED INO	2,290	10,110	01,213	CONTINUON STOCK

Security Name	Shares/Par	Cost	Market Value	Description
REGIONS FINANCIAL CORP	97,084	652,639	417,461	COMMON STOCK
REPSOL YPF SA	1,291	38,314	39,388	COMMON STOCK
SK TELECOM CO LTD	4,016	57,453	54,658	COMMON STOCK
SAFEWAY INC	10,899	244,008	229,315	COMMON STOCK
SASOL LTD	1,708	87,049	80,959	COMMON STOCK
SEALED AIR CORP	4,658	110,010	80,164	COMMON STOCK
SEARS HOLDINGS CORP	1,360	80,534	43,221	COMMON STOCK
SHIRE PLC	1,568	154,666	162,915	COMMON STOCK
STMICROELECTRONICS NV	5,168	53,927	30,646	COMMON STOCK
SUNTRUST BANKS INC	21,343	616,979	377,771	COMMON STOCK
TRW AUTOMOTIVE HOLDINGS CORP	3,952	158,131	128,835	COMMON STOCK
TELEF BRASIL	5,685	160,240	155,371	COMMON STOCK
TELEPHONE & DATA SYSTEMS INC	253	8,433	6,550	COMMON STOCK
TOTAL SA	42	1,863	2,147	COMMON STOCK
TYSON FOODS INC	8,082 23,646	164,046	166,812	COMMON STOCK
VALERO ENERGY CORP VERISIGN INC	23,646 1,406	544,198 40,265	497,748 50,222	COMMON STOCK COMMON STOCK
VERISIGN INC VERISK ANALYTICS INC	3,614	137,494	145,030	COMMON STOCK
VODAFONE GROUP PLC	8,022	227,158	224,857	COMMON STOCK
WALGREEN CO	9,109	322,898	301,144	COMMON STOCK
WELLPOINT INC	9,128	710,198	604,730	COMMON STOCK
WESTERN DIGITAL CORP	15,265	607,291	472,452	COMMON STOCK
WYNN RESORTS LTD	1,100	147,565	121,539	COMMON STOCK
XILINX INC	2,348	70,171	75,277	COMMON STOCK
GAZPROM OAO-SPON ADR	79,441	1,038,889	846,841	COMMON STOCK
SURGUTNEFTEGAZ ADR EACH REPR	9,195	89,828	71,997	COMMON STOCK
ARCH CAPITAL GROUP LTD SHS	4,665	154,683	173,678	COMMON STOCK
AXIS CAPITAL HLDGS LTD SHS	2,532	69,863	80,923	COMMON STOCK
EVEREST RE GROUP INC COM	1,243	110,148	104,524	COMMON STOCK
MARVELL TECHNOLOGY GROUP LTD	7,189	96,579	99,568	COMMON STOCK
NABORS INDUSTRIES LTD SHS	6,442	116,916	111,704	COMMON STOCK
SEAGATE TECHNOLOGY	14,922	156,115	244,721	COMMON STOCK
ASML HOLDING NV NY REGISTERED	7,825	296,368	327,007	COMMON STOCK
LYONDELLBASELL INDU-CL A-W/I	6,077	207,750	197,381	COMMON STOCK
LUKOIL OAO	4,092	234,996	217,694	COMMON STOCK
LUKOIL SPONSORED ADR	1,291	74,085	68,681	COMMON STOCK
AVAGO TECHNOLOGIES LTD SHS	2,358	69,164	68,052	COMMON STOCK
ALL AMERICA LATINA LOGISTICA	233,400	2,021,110	1,163,715	COMMON STOCK
NOVOZYMES A/S	123,165	2,347,832	3,814,117	COMMON STOCK
INDUSTRIA DE DISENO TEXTIL SA	45,262	3,427,238	3,718,134	COMMON STOCK
L'OREAL EURO.2	19,197	2,293,254	2,011,091	COMMON STOCK
HERMES INTL FRF10 POST SPLIT PPR EUR4.00	10,055 36,141	1,555,252	3,006,735	COMMON STOCK
TENCENT HOLDINGS LTD	253,000	4,628,418 4,264,724	5,191,304 5,085,018	COMMON STOCK COMMON STOCK
BELLE INTERNATIONAL HLDGS HKD0	929,000	1,698,409	1,619,584	COMMON STOCK
HOUSING DEV FIN CORP INR2	177,300	2,540,836	2,176,979	COMMON STOCK
AGGREKO ORD GBP0.13708387	43,628	1,213,414	1,367,572	COMMON STOCK
ATLAS COPCO AB SER A NPV	255,376	4,273,981	5,513,347	COMMON STOCK
SANDVIK AB NPV (POST SPLIT)	186,997	3,746,190	2,303,604	COMMON STOCK
ABB LTD CHF1.03 (REGD)	159,103	3,800,322	3,008,171	COMMON STOCK
STRAUMANN HOLDING AG	7,942	2,207,037	1,376,749	COMMON STOCK
AMAZON.COM INC	48,196	4,744,239	8,342,728	COMMON STOCK
APPLE INC	12,900	1,193,826	5,224,500	COMMON STOCK
BAIDU INC/CHINA	54,200	2,280,238	6,312,674	COMMON STOCK
CTRIP.COM INTERNATIONAL LTD	45,152	1,929,712	1,056,557	COMMON STOCK
DEERE & CO	34,433	2,309,618	2,663,393	COMMON STOCK
EBAY INC	145,077	5,113,856	4,400,185	COMMON STOCK
FLIR SYSTEMS INC	70,949	2,088,896	1,778,691	COMMON STOCK
FIRST SOLAR INC	33,814	5,528,232	1,141,561	COMMON STOCK
GOOGLE INC	8,797	5,274,504	5,681,982	COMMON STOCK
ILLUMINA INC	62,290	4,266,730	1,898,599	COMMON STOCK
INTUITIVE SURGICAL INC	12,786	3,812,180	5,920,046	COMMON STOCK
NEW ORIENTAL EDUCATION & TECHN	81,772	1,057,869	1,966,617	COMMON STOCK
RACKSPACE HOSTING INC	39,143	1,679,973	1,683,540	COMMON STOCK

Security Name	Shares/Par	Cost	Market Value	Description
SALESFORCE.COM INC	29,184	3,716,662	2,961,009	COMMON STOCK
WHOLE FOODS MARKET INC	66,607	3,261,079	4,634,515	COMMON STOCK
GAZPROM OAO-SPON ADR	196,400	4,426,531	2,093,624	COMMON STOCK
ADOBE SYSTEMS INC	58,200	1,579,199	1,645,314	COMMON STOCK
ALLERGAN INC/UNITED STATES	33,900	1,877,064	2,974,386	COMMON STOCK
APOLLO GROUP INC	50,200	2,196,869	2,704,274	COMMON STOCK
APPLE INC	11,200	1,786,254	4,536,000	COMMON STOCK
CME GROUP INC	7,450	2,166,775	1,815,342	COMMON STOCK
CATERPILLAR INC	11,800	1,036,941	1,069,080	COMMON STOCK
CROWN CASTLE INTERNATIONAL COR	62,400	1,986,041	2,795,520	COMMON STOCK
CTRIP.COM INTERNATIONAL LTD	35,300	1,457,652	826,020	COMMON STOCK
EOG RESOURCES INC	32,400	2,968,914	3,191,724	COMMON STOCK
EL PASO CORP	54,900	1,348,833	1,458,693	COMMON STOCK
EXPEDITORS INTERNATIONAL OF WA	33,600	1,197,665	1,376,256	COMMON STOCK
GOOGLE INC	5,150	2,557,747	3,326,385	COMMON STOCK
INTERCONTINENTALEXCHANGE INC	18,600	1,718,071	2,242,230	COMMON STOCK
INTUIT INC	45,900	1,484,052	2,413,881	COMMON STOCK
LOWE'S COS INC	63,500	1,372,877	1,611,630	COMMON STOCK
MASTERCARD INC	9,000	1,895,705	3,355,380	COMMON STOCK
NIKE INC	19,100	999,327	1,840,667	COMMON STOCK
NOVO NORDISK A/S	16,200	904,317	1,867,212	COMMON STOCK
PERRIGO CO	12,900	802,799	1,255,170	COMMON STOCK
POLYCOM INC	54,700	786,342	891,610	COMMON STOCK
PRICELINE.COM INC	4,650	899,960	2,174,852	COMMON STOCK
QUALCOMM INC	58,100	2,705,054	3,178,070	COMMON STOCK
STAPLES INC	102,300	2,234,592	1,420,947	COMMON STOCK
SYNGENTA AG	28,700	1,289,936	1,691,578	COMMON STOCK
TERADATA CORP	27,800	792,831	1,348,578	COMMON STOCK
VERISIGN INC	75,900	2,153,239	2,711,148	COMMON STOCK
VISA INC WALGREEN CO	33,700	2,316,449	3,421,561	COMMON STOCK
AAR CORP	36,600 6,011	1,359,945 121,146	1,209,996 115,231	COMMON STOCK COMMON STOCK
AZZ INC	3,014	110,518	136,956	COMMON STOCK
ACADIA REALTY TRUST	8,508	142,368	171,351	COMMON STOCK
ACTUANT CORP	4,047	69,026	91,826	COMMON STOCK
ACUITY BRANDS INC	2,194	86,521	116,282	COMMON STOCK
ADTRAN INC	4,102	120,555	123,716	COMMON STOCK
ALLETE INC	2,011	77,675	84,422	COMMON STOCK
ALTRA HOLDINGS INC	5,317	66,188	100,119	COMMON STOCK
AMEDISYS INC	2,371	94,894	25,868	COMMON STOCK
AMERICAN CAMPUS COMMUNITIES IN	10,615	285,009	445,405	COMMON STOCK
AMERICAN EQUITY INVESTMENT LIF	27,604	209,116	287,082	COMMON STOCK
ANIXTER INTERNATIONAL INC	3,853	180,963	229,793	COMMON STOCK
ANN INC	3,342	90,024	82,815	COMMON STOCK
APOLLO INVESTMENT CORP	6,057	62,805	39,007	COMMON STOCK
APPLIED INDUSTRIAL TECHNOLOGIE	4,180	114,685	147,011	COMMON STOCK
APPROACH RESOURCES INC	11,297	263,965	332,245	COMMON STOCK
ASCENT CAPITAL GROUP INC	3,883	215,664	196,946	COMMON STOCK
ATLANTIC POWER CORP	3,651	47,463	52,209	COMMON STOCK
AVISTA CORP	2,672	61,782	68,804	COMMON STOCK
BGC PARTNERS INC	6,382	29,005	37,909	COMMON STOCK
MICHAEL BAKER CORP	1,822	68,824	35,729	COMMON STOCK
BANCORPSOUTH INC	9,757	111,267	107,522	COMMON STOCK
BANK OF THE OZARKS INC	9,394	123,578	278,344	COMMON STOCK
BEACON ROOFING SUPPLY INC	10,052	156,583	203,352	COMMON STOCK
BELDEN INC	4,085	142,502	135,949	COMMON STOCK
BIOMED REALTY TRUST INC	16,296	249,933	294,632	COMMON STOCK
BLUE COAT SYSTEMS INC	1,759	34,578	44,767	COMMON STOCK
BOSTON PRIVATE FINANCIAL HOLDI	10,490	56,360	83,291	COMMON STOCK
BRIDGE CAPITAL HOLDINGS	2,714	20,753	28,226	COMMON STOCK
BROOKLINE BANCORP INC	12,051	116,728	101,710	COMMON STOCK
CLECO CORP	7,405	217,302	282,131	COMMON STOCK
CAROT MICROEL ECTRONICS CORR	22,813	298,032	299,763	COMMON STOCK
CABOT MICROELECTRONICS CORP	4,763	219,711	225,052	COMMON STOCK

Security Name	Shares/Par	Cost	Market Value	Description
CARLISLE COS INC	7,171	270,792	317,675	COMMON STOCK
CASH AMERICA INTERNATIONAL INC	1,471	58,645	68,593	COMMON STOCK
CHECKPOINT SYSTEMS INC	10,745	180,593	117,550	COMMON STOCK
CHILDRENS PLACE RETAIL STORES	2,944	111,135	156,385	COMMON STOCK
COBIZ FINANCIAL INC	6,674	29,872	38,509	COMMON STOCK
COHEN & STEERS INC	1,490	44,518	43,061	COMMON STOCK
COLUMBIA BANKING SYSTEM INC	6,040	114,243	116,391	COMMON STOCK
COMFORT SYSTEMS USA INC	17,721	209,352	189,969	COMMON STOCK
COMMERCIAL METALS CO	6,587	102,263	91,098	COMMON STOCK
COMMUNITY BANK SYSTEM INC	4,052	96,867	112,646	COMMON STOCK
CONVERGYS CORP	14,895	192,938	190,209	COMMON STOCK
CORESITE REALTY CORP	13,189	205,613	235,028	COMMON STOCK
CREXUS INVESTMENT CORP	8,840	101,634	91,759	COMMON STOCK
CUBESMART	14,358	142,563	152,769	COMMON STOCK
DANA HOLDING CORP	5,740	100,618	69,741	COMMON STOCK
DARLING INTERNATIONAL INC	7,121	98,221	94,638	COMMON STOCK
DECKERS OUTDOOR CORP	1,576	143,401	119,098	COMMON STOCK
DIAMONDROCK HOSPITALITY CO	6,706	62,134	64,646	COMMON STOCK
DIGI INTERNATIONAL INC	7,618	102,445	85,017	COMMON STOCK
DIME COMMUNITY BANCSHARES	5,141	60,478	64,777	COMMON STOCK
DINEEQUITY INC	1,093	47,318	46,136	COMMON STOCK
DONEGAL GROUP INC	2,276	33,840	32,228	COMMON STOCK
DUPONT FABROS TECHNOLOGY INC	7,137	167,819	172,858	COMMON STOCK
EAST WEST BANCORP INC	3,332	47,909	65,807	COMMON STOCK
EL PASO ELECTRIC CO	22,326	448,963	773,373	COMMON STOCK
ELECTRONICS FOR IMAGING INC	11,685	145,159	166,511	COMMON STOCK
ELIZABETH ARDEN INC	3,670	63,279	135,937	COMMON STOCK
ENERSYS	4,091	96,168	106,243	COMMON STOCK
ENTERTAINMENT PROPERTIES TRUST	7,431	241,922	324,809	COMMON STOCK
EZCORP INC	3,468	93,697	91,451	COMMON STOCK
FNB CORP/PA	14,680	110,900	166,031	COMMON STOCK
FAIRCHILD SEMICONDUCTOR INTERN	13,649	177,230	164,334	COMMON STOCK
FINISH LINE INC/THE	1,612	33,224	31,087	COMMON STOCK
FIRST CASH FINANCIAL SERVICES	2,698	54,827	94,673	COMMON STOCK
FIRST FINANCIAL BANKSHARES INC	5,710	199,152	190,885	COMMON STOCK
FIRST OF LONG ISLAND CORP/THE	1,822	44,027	47,955	COMMON STOCK
FIRST MIDWEST BANCORP INC/IL	12,397	154,792	125,582	COMMON STOCK
FLUSHING FINANCIAL CORP	7,819	101,809	98,754	COMMON STOCK
FORWARD AIR CORP	6,253	200,017	200,409	COMMON STOCK
FOSSIL INC	1,408	62,007	111,739	COMMON STOCK
FRANCESCAS HOLDINGS CORP	2,418	46,902	41,831	COMMON STOCK
HB FULLER CO	7,247	155,040	167,478	COMMON STOCK
G&K SERVICES INC	5,819	137,418	169,391	COMMON STOCK
GNC HOLDINGS INC	4,310	69,750	124,775	COMMON STOCK
G-III APPAREL GROUP LTD	2,835	77,477	70,620	COMMON STOCK
GAYLORD ENTERTAINMENT CO	4,067	87,775	98,177	COMMON STOCK
GLACIER BANCORP INC	12,933	173,854	155,584	COMMON STOCK
GOLUB CAPITAL BDC INC	3,810	55,326	59,055	COMMON STOCK
WR GRACE & CO	2,632	113,967	120,861	COMMON STOCK
GRACO INC	4,016	136,060	164,214	COMMON STOCK
HSN INC	5,067	143,677	183,729	COMMON STOCK
HAIN CELESTIAL GROUP INC/THE	6,336	107,903	232,278	COMMON STOCK
HANCOCK HOLDING CO	7,608	266,089	243,228	COMMON STOCK
HARMAN INTERNATIONAL INDUSTRIE	3,155	107,787	120,016	COMMON STOCK
HEALTHSOUTH CORP	19,081	384,073	337,161	COMMON STOCK
HEARTLAND EXPRESS INC	11,754	183,571	167,965	COMMON STOCK
HERITAGE FINANCIAL CORP/WA	3,545	46,274	44,525	COMMON STOCK
HOME BANCSHARES INC/AR	3,749	75,924	97,137	COMMON STOCK
HUDSON PACIFIC PROPERTIES INC	7,358	99,674	104,189	COMMON STOCK
IBERIABANK CORP	1,910	105,479	94,163	COMMON STOCK
ICON PLC	13,025	275,277	222,858	COMMON STOCK
ICONIX BRAND GROUP INC	10,534	185,835	171,599	COMMON STOCK
IDACORP INC	4,906	189,612	208,063	COMMON STOCK
INDEPENDENT BANK CORP/ROCKLAND	2,775	65,950	75,730	COMMON STOCK
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Security Name	Shares/Par	Cost	Market Value	Description
JETBLUE AIRWAYS CORP	26,117	167,945	135,808	COMMON STOCK
JOS A BANK CLOTHIERS INC	4,303	158,093	209,814	COMMON STOCK
KBW INC	3,491	74,964	52,993	COMMON STOCK
KAISER ALUMINUM CORP	6,317	248,497	289,824	COMMON STOCK
KAMAN CORP	7,747	199,986	211,648	COMMON STOCK
KENNEDY-WILSON HOLDINGS INC	3,063	33,683	32,407	COMMON STOCK
KEY ENERGY SERVICES INC	17,900	188,192	276,913	COMMON STOCK
KNIGHT CAPITAL GROUP INC	10,916	151,141	129,027	COMMON STOCK
KNOLOGY INC	12,104	134,691	171,877	COMMON STOCK
LAKELAND FINANCIAL CORP	2,984	52,000	77,196	COMMON STOCK
LASALLE HOTEL PROPERTIES	1,326	29,936	32,102	COMMON STOCK
LINCARE HOLDINGS INC	10,825	257,032	278,311	COMMON STOCK
LITTELFUSE INC	3,404	142,440	146,304	COMMON STOCK
MB FINANCIAL INC	9,864	178,743	168,674	COMMON STOCK
MFA FINANCIAL INC	38,459	282,958	258,444	COMMON STOCK
MGE ENERGY INC	3,298	126,307	154,247	COMMON STOCK
MKS INSTRUMENTS INC	8,080	146,854	224,786	COMMON STOCK
MTS SYSTEMS CORP	3,333	95,900	135,820	COMMON STOCK
MYR GROUP INC/DELAWARE	5,889	102,747	112,715	COMMON STOCK
STEVEN MADDEN LTD	4,313	128,061	148,799	COMMON STOCK
MAGELLAN HEALTH SERVICES INC	1,508	77,589	74,601	COMMON STOCK
MAGNUM HUNTER RESOURCES CORP	40,095	206,786	216,112	COMMON STOCK
MAGNUM HUNTER RES CORP WTS	1,414	0	0	COMMON STOCK
MANNING & NAPIER INC	3,222	39,023	40,243	COMMON STOCK
MARKETAXESS HOLDINGS INC	1,698	48,475	51,127	COMMON STOCK
MATTRESS FIRM HOLDING CORP	3,923	86,516	90,974	COMMON STOCK
MEADOWBROOK INSURANCE GROUP IN	36,668	252,083	391,614	COMMON STOCK
MEDICIS PHARMACEUTICAL CORP	2,686	103,575	89,310	COMMON STOCK
MENTOR GRAPHICS CORP	13,050	111,170	176,958	COMMON STOCK
MERITAGE HOMES CORP	5,206	112,600	120,727	COMMON STOCK
METALS USA HOLDINGS CORP	8,204	109,113	92,295	COMMON STOCK
MICREL INC	8,023	64,549	81,113	COMMON STOCK
MID-AMERICA APARTMENT COMMUNIT	2,864	181,152	179,143	COMMON STOCK
MINERALS TECHNOLOGIES INC	4,184	225,905	236,522	COMMON STOCK
MONOTYPE IMAGING HOLDINGS INC	7,768	66,122	121,103	COMMON STOCK
MONRO MUFFLER BRAKE INC	3,408	67,221	132,196	COMMON STOCK
NATIONAL HEALTH INVESTORS INC	3,823	171,099	168,136	COMMON STOCK
NATIONAL RETAIL PROPERTIES INC	10,046	206,248	265,013	COMMON STOCK
NETSCOUT SYSTEMS INC	8,685	145,216	152,856	COMMON STOCK
NORTHWEST BANCSHARES INC	9,928	109,780	123,504	COMMON STOCK
NORTHWESTERN CORP	2,537	66,612	90,799	COMMON STOCK
NU SKIN ENTERPRISES INC	4,395	174,033	213,465	COMMON STOCK
OCWEN FINANCIAL CORP	14,889	171,542	215,593	COMMON STOCK
OIL STATES INTERNATIONAL INC	1,686	104,434	128,760	COMMON STOCK
OLYMPIC STEEL INC	5,579	160,569	130,102	COMMON STOCK
OMEGA HEALTHCARE INVESTORS INC	4,784	89,637	92,570	COMMON STOCK
ON ASSIGNMENT INC	12,041	90,824	134,618	COMMON STOCK
PHH CORP	3,270	63,645	34,989	COMMON STOCK
PS BUSINESS PARKS INC	5,142	292,030	285,021	COMMON STOCK
PSS WORLD MEDICAL INC	7,534	162,273	182,247	COMMON STOCK
PARAMETRIC TECHNOLOGY CORP	7,040	124,137	128,550	COMMON STOCK
PARKWAY PROPERTIES INC/MD	8,046	161,923	79,334	COMMON STOCK
PEBBLEBROOK HOTEL TRUST	8,636	168,930	165,638	COMMON STOCK
PENNANTPARK INVESTMENT CORP	8,903	75,679	89,831	COMMON STOCK
PETROLEUM DEVELOPMENT CORP	5,721	200,158	200,864	COMMON STOCK
PINNACLE FINANCIAL PARTNERS IN	6,846	82,925	110,563	COMMON STOCK
PIPER JAFFRAY COS	1,428	56,172	28,846	COMMON STOCK
	1,428 6,754			
PLANTRONICS INC		241,293	240,713 160,103	COMMON STOCK
POLARIS INDUSTRIES INC	2,860	102,078	160,103	COMMON STOCK
POLYONE CORP	22,111	159,997	255,382	COMMON STOCK
PREMIERE GLOBAL SERVICES INC	21,833	160,901	184,926	COMMON STOCK
PROASSURANCE CORP	4,137	221,810	330,215	COMMON STOCK
PRIVATEBANCORP INC	9,967	119,473	109,438	COMMON STOCK
PROSPERITY BANCSHARES INC	5,686	212,645	229,430	COMMON STOCK

RIL CORP 2,809 147,224 204,664 COMMON STOCK REC BELATINGS INC 5,428 106,668 226,348 226,048 200,MMON STOCK REGAL BELOTI CORP 2,018 105,058 102,657 204,000 300,054 151,059 207,000 300,054 151,059 207,000 300,054 151,059 207,000 300,054 151,059 207,000 300,054 151,059 207,000 300,054 151,059 207,000 300,052 207,000 300,054 151,059 207,000 300,052 207,000 300,054 300,058 300,058 207,000 300,058 207,000 300,058 300,058 207,000 300,058 300,058 207,000 300,058 300,058 300,058 207,000 300,058 300	Security Name	Shares/Par	Cost	Market Value	Description
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REC BEARINGS INC REGAL-BELDIT CORP RETALL OPPORTUNITY INVESTMENTS ROBBINS AM WERS INC ROSETTA RESOURCES INC ROSETTA ROSETTA RESOURCES INC ROSETTA ROSE	RLI CORP		147,224		COMMON STOCK
REGAL-BELOIT CORP RETAIL OPPORTUNITY INVESTMENTS 1.2,809 130,854 151,859 151,859 COMMON STOCK ROBBINS & MYERS INC 4.515 153,316 219,203 COMMON STOCK ROBBINS & MYERS INC 7.032 156,097 308,882 COMMON STOCK SCBT FIRANCIAL, CORP 3.981 108,639 115,489 COMMON STOCK SCBT FIRANCIAL, CORP 3.981 108,639 115,489 COMMON STOCK SANDY SPRING BANCORP INC 3.243 43,995 56,915 COMMON STOCK SANDY SPRING BANCORP INC 3.243 43,995 56,915 COMMON STOCK SCANSCURGE INC 4,526 156,587 162,938 COMMON STOCK SCANSCURGE INC 4,526 156,587 162,938 COMMON STOCK SCHAITZER STEEL INDUSTRIES INC 2,864 147,958 117,18 13,455 15,118 COMMON STOCK SIERRA BANCORP 17,78 10,788 SIERRA BANCORP 17,78 13,455 SIERRA BANCORP 17,79 18,134,55 SIERRA BANCORP 18,79 SIERRA BANCORP 18,79 SIERRA BANCORP 19,79 19,79 10,79 10,77 20,748 20,748 COMMON STOCK SIMMONS FIRST NATIONAL CORP 4,880 14,793 19,914 20,772 COMMON STOCK SOLAR CAPTAL LTD 2,581 2,582 262,144 74,046 COMMON STOCK SOLAR CAPTAL LTD 2,581 5,062 3,983 COMMON STOCK SOLAR CAPTAL LTD 2,581 5,062 3,983 COMMON STOCK SOLAR CAPTAL LTD 2,581 5,062 3,985 COMMON STOCK SOLAR CAPTAL LTD 2,581 5,062 3,985 COMMON STOCK SOLAR CAPTAL LTD 2,781 18,693 17,199 COMMON STOCK SOLAR CAPTAL LTD 2,781 18,693 COMMON STOCK SOLAR CAPTAL LTD 2,781 18,693 COMMON STOCK COMMON STOCK SOLAR CAPTAL LTD 2,781 18,693 COMMON STOCK COMMON STOCK SOLAR CAPTAL LTD 2,781 18,693 COMMON STOCK COMMON STOCK SOLAR CAPTAL LTD 2,781 18,693 COMMON STOCK COMMON STOCK COMMON STOCK SOLAR CAPTAL LTD 2,781 2,794 2,	RSC HOLDINGS INC	18,531			COMMON STOCK
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STIFEL FINANCIAL CORP \$1,355 \$172,725 \$171,948 \$COMMON STOCK SUSSER HOLDINGS CORP \$1,556 \$3,843 \$35,197 \$COMMON STOCK SWETRA FINANCIAL CORP \$7,861 \$96,395 \$71,299 \$COMMON STOCK \$YMETRA FINANCIAL CORP \$7,861 \$96,395 \$71,299 \$COMMON STOCK \$YMETRA FINANCIAL CORP \$7,861 \$96,395 \$71,299 \$COMMON STOCK \$YMETRA FINANCIAL CORP \$130,000 \$131,013 \$151,995 \$COMMON STOCK \$YMETRA FINANCIAL CORP \$1,861 \$137,669 \$218,206 \$COMMON STOCK \$COMMON STOCK \$124M HEALTH HOLDINGS INC \$1,2479 \$115,040 \$130,222 \$118,206 \$COMMON STOCK \$124M HEALTH HOLDINGS INC \$1,2479 \$115,040 \$130,222 \$118,206 \$COMMON STOCK \$124M HEALTH HOLDINGS INC \$1,2479 \$115,040 \$130,222 \$120,000 \$100,000 \$1					
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SYMETRA FINANCIAL CORP 7,861 96,395 71,299 COMMON STOCK SYNINEX CORP 4,990 131,013 151,995 COMMON STOCK TEAM HEALTH HOLDINGS INC 9,887 137,669 218,206 COMMON STOCK TEMPUR-PEDIC INTERNATIONAL INC 2,479 115,040 130,222 COMMON STOCK TENNACO INC 6,596 197,843 196,429 COMMON STOCK TEXAS CAPITAL BANCSHARES INC 5,975 98,133 182,895 COMMON STOCK THERMON GROUP HOLDINGS INC 7,839 95,273 138,123 COMMON STOCK TOWER GROUP INC 9,717 231,604 195,992 COMMON STOCK TRICED BANGSHARES 4,005 66,183 56,951 COMMON STOCK TRICHOUS INC 3,451 174,740 201,711 COMMON STOCK <td></td> <td></td> <td></td> <td></td> <td></td>					
SYNNEX CORP 4,990 131,013 151,995 COMMON STOCK TEAM HEALTH HOLDINGS INC 9,887 137,669 218,206 COMMON STOCK TEMPUR-PEDIC INTERNATIONAL INC 2,479 115,040 130,222 COMMON STOCK TENNANT CO 3,219 99,050 125,123 COMMON STOCK TENNACO INC 6,596 197,843 196,429 COMMON STOCK TEXAS CAPITAL BANCSHARES INC 5,975 98,133 182,895 COMMON STOCK THERMON GROUP HOLDINGS INC 7,839 95,273 138,123 COMMON STOCK TOWER GROUP INC 3,070 133,687 200,717 COMMON STOCK TRICOB BANCSHARES 4,005 66,183 56,951 COMMON STOCK TRICUB BANCSHARES 4,005 66,183 56,951 COMMON STOCK TRICOB SINVESTMENT CORP 12,822 126,768 118,457 COMMON STOCK TRONDX INC/NEW 373 54,254 44,014 COMMON STOCK UNIVE SCALL CORP 4,964 190,671 184,909 COMMON STOCK					
TEAM HEALTH HOLDINGS INC 9,887 137,669 218,206 COMMON STOCK TEMPUR-PEDIC INTERNATIONAL INC 2,479 115,040 130,222 COMMON STOCK TENNANT CO 3,219 99,050 125,123 COMMON STOCK TENNECO INC 6,596 197,843 196,429 COMMON STOCK TEXAS CAPITAL BANCSHARES INC 7,839 95,273 138,123 COMMON STOCK THERMON GROUP HOLDINGS INC 7,839 95,273 138,123 COMMON STOCK TOWER GROUP INC 3,070 133,687 200,717 COMMON STOCK TRICO BANCSHARES 4,005 66,183 56,951 COMMON STOCK TRIUMPH GROUP INC 3,451 174,740 201,711 COMMON STOCK TRONOX INC/NEW 373 54,254 44,014 COMMON STOCK TWO HARBORS INVESTMENT CORP 12,822 126,768 118,475 COMMON STOCK UNISUERCE ENERGY CORP 1,994 190,671 184,909 COMMON STOCK UNISUERCE ENERGY CORP 1,995 61,766 718,510 C					
TENNANT CO 3,219 99,050 125,123 COMMON STOCK TENNECO INC 6,596 197,843 196,429 COMMON STOCK TEXAS CAPITAL BANCSHARES INC 5,975 98,133 182,895 COMMON STOCK THERMON GROUP HOLDINGS INC 7,839 95,273 138,123 COMMON STOCK TOWER GROUP INC 9,717 231,604 195,992 COMMON STOCK TREEHOUSE FOODS INC 3,070 133,687 200,717 COMMON STOCK TRICO BANCSHARES 4,005 66,183 56,951 COMMON STOCK TRIOMPH GROUP INC 3,451 174,740 201,711 COMMON STOCK TRONOX INC/NEW 373 54,254 44,014 COMMON STOCK TRONOX INC/NEW 373 54,254 44,014 COMMON STOCK TWO HARBORS INVESTMENT CORP 12,822 126,768 118,475 COMMON STOCK UNISOURCE ENERGY CORP 1,992 61,176 73,545 COMMON STOCK VERA BRADLEY INC 2,478 98,658 104,968 COMMON STOCK <	TEAM HEALTH HOLDINGS INC	9,887	137,669		COMMON STOCK
TENNECO INC TEXAS CAPITAL BANCSHARES INC TEXAS CAPITAL BANCSHARES INC TEXAS CAPITAL BANCSHARES INC TEXAS CAPITAL BANCSHARES INC TOWER GROUP HOLDINGS INC TOWER GROUP INC TOWER GROUP INC TOWER GROUP INC TOWER GROUP INC TREEHOUSE FOODS INC TOWER GROUP INC TOWER GROUP INC TREEHOUSE FOODS INC TOWER GROUP I	TEMPUR-PEDIC INTERNATIONAL INC	2,479	115,040	130,222	COMMON STOCK
TEXAS CAPITAL BANCSHARES INC 5,975 98,133 182,895 COMMON STOCK THERMON GROUP HOLDINGS INC 7,839 95,273 138,123 COMMON STOCK TOWER GROUP INC 9,717 231,604 195,992 COMMON STOCK TREEHOUSE FOODS INC 3,070 133,687 200,717 COMMON STOCK TRICO BANCSHARES 4,005 66,183 56,951 COMMON STOCK TRIUMPH GROUP INC 3,451 174,740 201,711 COMMON STOCK TRONOX INC/NEW 373 54,254 44,014 COMMON STOCK TRONOX INC/NEW 373 54,254 44,014 COMMON STOCK UMB FINANCIAL CORP 12,822 126,768 118,475 COMMON STOCK UMS INJECTE ENERGY CORP 1,992 61,176 73,545 COMMON STOCK UNIVERSAL FOREST PRODUCTS INC 3,839 146,370 118,510 COMMON STOCK VAIL RESORTS INC 2,478 96,658 104,968 COMMON STOCK VISTAIN SHOPPE INC 1,943 79,952 77,487 COMMON STOCK <td>TENNANT CO</td> <td>3,219</td> <td>99,050</td> <td>125,123</td> <td>COMMON STOCK</td>	TENNANT CO	3,219	99,050	125,123	COMMON STOCK
THERMON GROUP HOLDINGS INC TOWER GROUP INC 9,717 231,604 195,992 COMMON STOCK TREEHOUSE FOODS INC 3,070 133,687 200,717 COMMON STOCK TREEHOUSE FOODS INC 3,070 133,687 200,717 COMMON STOCK TRICO BANCSHARES 4,005 66,183 56,951 COMMON STOCK TRIUMPH GROUP INC 3,451 174,740 201,711 COMMON STOCK TRIUMPH GROUP INC 3,451 174,740 201,711 COMMON STOCK TRIUMPH GROUP INC 3,451 TRONOX INC/NEW 3,73 54,254 44,014 COMMON STOCK TWO HARBORS INVESTMENT CORP 12,822 126,768 118,475 COMMON STOCK UMB FINANCIAL CORP 4,964 190,671 184,909 COMMON STOCK UNISOURCE ENERGY CORP 1,992 61,176 73,545 COMMON STOCK UNIVERSAL FOREST PRODUCTS INC 3,839 146,370 118,510 COMMON STOCK VAIL RESORTS INC 4,500 162,236 145,125 COMMON STOCK VITAMIN SHOPPE INC 4,500 162,236 145,125 COMMON STOCK VITAMIN SHOPPE INC 1,943 79,952 77,487 COMMON STOCK VISTEON CORP/NEW 3,112 210,033 155,413 COMMON STOCK VISTEON CORP/NEW 3,114 4,846 212,311 222,478 COMMON STOCK WASTS CONNECTIONS INC 3,783 3,84,641 125,369 COMMON STOCK WASTE CONNECTIONS INC 3,783 3,744 188,470 243,861 COMMON STOCK WASTE CONNECTIONS INC 3,774 418,666 414,326 COMMON STOCK WEBST PHARMACEUTICAL SERVICES I 3,724 148,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 148,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 148,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 148,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 148,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 148,666 141,356 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 148,666 141,356 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 148,666 141,356 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 148,666 141,356 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 148,666 141,356 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 148,666 141,356 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 148,666 141,356 COMMON STOC	TENNECO INC	6,596	197,843	196,429	COMMON STOCK
TOWER GROUP INC TREEHOUSE FOODS INC 3,070 133,687 200,717 COMMON STOCK TREEHOUSE FOODS INC 3,070 133,687 200,717 COMMON STOCK TRICO BANCSHARES 4,005 66,183 56,951 COMMON STOCK TRIUMPH GROUP INC 3,451 174,774 201,711 COMMON STOCK TRIUMPH GROUP INC 3,451 174,774 201,711 COMMON STOCK TRONOX INC/NEW 373 54,254 44,014 COMMON STOCK TRONOX INC/NEW 12,822 126,768 118,475 COMMON STOCK UMB FINANCIAL CORP 4,964 190,671 184,909 COMMON STOCK UNIVERSAL FOREST PRODUCTS INC 1,992 61,176 73,545 COMMON STOCK UNIVERSAL FOREST PRODUCTS INC 2,478 9,8658 104,968 COMMON STOCK VERA BRADLEY INC 4,500 162,236 145,125 COMMON STOCK VISTEON CORP/NEW 3,112 210,033 155,413 COMMON STOCK VISTEON CORP/NEW 3,112 210,033 155,413 COMMON STOCK VISTEON CORP/NEW 1,943 7,952 77,487 COMMON STOCK WASTE CONNECTIONS INC 3,783 84,641 125,369 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 149,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 149,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 149,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 149,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 149,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 149,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 149,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 149,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 149,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 149,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 149,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 149,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 149,666 141,326 COMMON STOCK WEST PHARMACEUTICAL SERVICES I 3,724 149,666 141,326 COMMON STOCK WEST PHARMACEUTICAL S	TEXAS CAPITAL BANCSHARES INC	5,975	98,133	182,895	COMMON STOCK
TREEHOUSE FOODS INC 3,070 133,687 200,717 COMMON STOCK TRICO BANCSHARES 4,005 66,183 56,951 COMMON STOCK TRIUMPH GROUP INC 3,451 174,740 201,711 COMMON STOCK TRONOX INC/NEW 373 54,254 44,014 COMMON STOCK TWO HARBORS INVESTMENT CORP 12,822 126,768 118,475 COMMON STOCK UMB FINANCIAL CORP 4,964 190,671 184,909 COMMON STOCK UNISOURCE ENERGY CORP 1,992 61,176 73,545 COMMON STOCK UNIVERSAL FOREST PRODUCTS INC 3,839 146,370 118,510 COMMON STOCK VIERA BRADLEY INC 4,500 162,236 145,125 COMMON STOCK VISTEON CORP/NEW 3,112 210,033 155,413 COMMON STOCK VITAMIN SHOPPE INC 1,943 79,952 77,487 COMMON STOCK WASTE CONNECTIONS INC 3,783 48,641 125,369 COMMON STOCK WASTE CONNECTIONS INC 3,783 48,641 125,369 COMMON ST	THERMON GROUP HOLDINGS INC	7,839	95,273	138,123	COMMON STOCK
TRICO BANCSHARES 4,005 66,183 56,951 COMMON STOCK TRIUMPH GROUP INC 3,451 174,740 201,711 COMMON STOCK TRONOX INC/NEW 373 54,254 44,014 COMMON STOCK TWO HARBORS INVESTMENT CORP 12,822 126,688 118,475 COMMON STOCK UMB FINANCIAL CORP 4,964 190,671 184,909 COMMON STOCK UNISCREST PRODUCTS INC 3,839 146,370 118,510 COMMON STOCK VAIL RESORTS INC 2,478 98,658 104,968 COMMON STOCK VISTEON CORPINEW 3,112 210,033 155,413 COMMON STOCK VISTEON CORPINEW 3,112 210,033 155,413 COMMON STOCK VISTEON CORPINEW 3,112 210,033 155,413 COMMON STOCK WAFS FINANCIAL CORP 1,670 49,434 60,053 COMMON STOCK WASTE CONNECTIONS INC 3,783 84,641 125,369 COMMON STOCK WATSCO INC 3,714 188,470 243,861 COMMON STOCK <	TOWER GROUP INC	9,717	231,604	195,992	COMMON STOCK
TRIUMPH GROUP INC 3,451 174,740 201,711 COMMON STOCK TRONOX INC/NEW 373 54,254 44,014 COMMON STOCK TWO HARBORS INVESTMENT CORP 12,822 126,768 118,475 COMMON STOCK UMB FINANCIAL CORP 4,964 190,671 184,909 COMMON STOCK UNISOURCE ENERGY CORP 1,992 61,176 73,545 COMMON STOCK UNIVERSAL FOREST PRODUCTS INC 3,839 146,370 118,510 COMMON STOCK VAIL RESORTS INC 2,478 98,658 104,968 COMMON STOCK VERA BRADLEY INC 4,500 162,236 145,125 COMMON STOCK VISTEON CORP/NEW 3,112 210,033 155,413 COMMON STOCK VISTEON CORP/NEW 1,943 79,952 77,487 COMMON STOCK WASTE CONNECTIONS INC 3,783 84,641 125,369 COMMON STOCK WASTE CONNECTIONS INC 3,783 84,641 125,369 COMMON STOCK WASTE CONNECTIONS INC 3,784 186,52 151,901 176,414 <td>TREEHOUSE FOODS INC</td> <td></td> <td>133,687</td> <td>200,717</td> <td>COMMON STOCK</td>	TREEHOUSE FOODS INC		133,687	200,717	COMMON STOCK
TRONOX INC/NEW 373 54,254 44,014 COMMON STOCK TWO HARBORS INVESTMENT CORP 12,822 126,768 118,475 COMMON STOCK UMB FINANCIAL CORP 4,964 190,671 184,909 COMMON STOCK UNISOURCE ENERGY CORP 1,992 61,176 73,545 COMMON STOCK UNIVERSAL FOREST PRODUCTS INC 3,839 146,370 118,510 COMMON STOCK VAIL RESORTS INC 2,478 98,658 104,968 COMMON STOCK VERA BRADLEY INC 4,500 162,236 145,125 COMMON STOCK VISTEON CORP/NEW 3,112 210,033 155,413 COMMON STOCK VISTEON CORP/NEW 3,112 210,033 155,413 COMMON STOCK WISTEINANCIAL CORP 1,670 49,434 60,053 COMMON STOCK WASTE CONNECTIONS INC 3,783 84,641 125,369 COMMON STOCK WATSCO INC 3,714 188,470 243,861 COMMON STOCK WEBSTER FINANCIAL CORP 8,652 151,901 176,414 COMMON STOCK	TRICO BANCSHARES	4,005	66,183	56,951	COMMON STOCK
TWO HARBORS INVESTMENT CORP 12,822 126,768 118,475 COMMON STOCK UMB FINANCIAL CORP 4,964 190,671 184,909 COMMON STOCK UNISOURCE ENERGY CORP 1,992 61,176 73,545 COMMON STOCK UNIVERSAL FOREST PRODUCTS INC 3,839 146,370 118,510 COMMON STOCK VAIL RESORTS INC 2,478 98,658 104,968 COMMON STOCK VERA BRADLEY INC 4,500 162,236 145,125 COMMON STOCK VISTEON CORP/NEW 3,112 210,033 155,413 COMMON STOCK VITAMIN SHOPPE INC 1,943 79,952 77,487 COMMON STOCK WSFS FINANCIAL CORP 1,670 49,434 60,053 COMMON STOCK WARNACO GROUP INC/THE 4,446 212,311 222,478 COMMON STOCK WASTE CONNECTIONS INC 3,783 84,641 125,369 COMMON STOCK WASTE CONNECTIONS INC 3,714 188,470 243,861 COMMON STOCK WATSCO INC 3,724 149,666 141,326 COMMON					
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ALERE INC 81,950 2,674,352 1,892,226 COMMON STOCK	KEPPEL CORP NPV				
	ABBOTT LABORATORIES	36,600	1,852,908	2,058,018	COMMON STOCK
COMPASS MINERALS INTERNATIONAL 32,540 2,452,667 2,240,379 COMMON STOCK	ALERE INC	81,950	2,674,352	1,892,226	COMMON STOCK
	COMPASS MINERALS INTERNATIONAL	32,540	2,452,667	2,240,379	COMMON STOCK

Security Name	Shares/Par	Cost	Market Value	Description
DRESSER-RAND GROUP INC	200	7,507	9,982	COMMON STOCK
FIDELITY NATIONAL INFORMATION	84,051	2,311,023	2,234,916	COMMON STOCK
GULFMARK OFFSHORE INC	21,150	646,970	888,512	COMMON STOCK
HECKMANN CORP	242,075	1,409,850	1,609,799	COMMON STOCK
HEWLETT-PACKARD CO	42,000	1,521,462	1,081,920	COMMON STOCK
HOSPIRA INC	36,475	1,566,484	1,107,746	COMMON STOCK
JARDEN CORP	53,575	1,638,797	1,600,821	COMMON STOCK
JOHNSON CONTROLS INC	57,900	2,202,310	1,809,954	COMMON STOCK
LABORATORY CORP OF AMERICA HOL	24,035	1,796,115	2,066,289	COMMON STOCK
LOCKHEED MARTIN CORP	15,940	1,151,714	1,289,546	COMMON STOCK
MACY'S INC	42,975	1,054,084	1,382,936	COMMON STOCK
CBAYSYSTEMS HOLDINGS LTD	75,225	813,290	723,665	COMMON STOCK
MONSANTO CO	27,895	1,611,091	1,954,603	COMMON STOCK
MONSTER WORLDWIDE INC	119,800	1,887,796	950,014	COMMON STOCK
NEUSTAR INC	77,150	1,761,357	2,636,216	COMMON STOCK
NEWS CORP	94,425	1,325,077	1,684,542	COMMON STOCK
RALCORP HOLDINGS INC	5,870	350,325	501,885	COMMON STOCK
REPUBLIC SERVICES INC	64,950	1,935,599	1,789,373	COMMON STOCK
THERMO FISHER SCIENTIFIC INC	36,755	1,740,902	1,652,872	COMMON STOCK
VIASAT INC	7,350	275,964	338,982	COMMON STOCK
VISTEON CORP/NEW	33,825	2,340,257	1,689,221	COMMON STOCK
YAHOO! INC	111,600	1,738,122	1,800,108	COMMON STOCK
ARCH CAPITAL GROUP LTD SHS	94,625	2,399,490	3,522,889	COMMON STOCK
WARNER CHILCOTT PLC CLASS A	125,850	2,971,817	1,904,111	COMMON STOCK
GOLAR LNG LIMITED SHS	126,425	1,382,681	5,619,591	COMMON STOCK
WILLIS GROUP HOLDINGS PUBLIC	46,925	1,499,871	1,820,690	COMMON STOCK
SYNERON MEDICAL LTD	86,000	875,060	952,020	COMMON STOCK
PALADIN ENERGY LTD	130,750	473,668	179,128	COMMON STOCK
GOLAR LNG PARTNERS LP	19,525	512,245	598,441	COMMON STOCK
HENKEL AG & CO KGAA	3,790	253,732	219,382	PREFERRED SECURITIES
PORSCHE AUTOMOBIL HOLDING SE	38,870	7,082,441	2,086,483	PREFERRED SECURITIES
VALE SA	197,586	5,621,322	4,070,272	PREFERRED SECURITIES
CITIGROUP CAPITAL XIII	21,300_	555,318	555,078	PREFERRED SECURITIES
TOTAL - PART II, LINE 10B	_	1,016,504,797	1,039,736,589	-

Security Name	Shares/Par	Cost	Market Value	Description
BGI US DEBT INDEX FUND B	1,882,401	63,284,785		COMMINGLED BOND FUND
OAKTREE MEZZANINE FUND III	17,027,256	17,027,256		COMMINGLED BOND FUND
SSGA U.S. TIPS INDEX STRATEGY	4,492,254	54,778,040	60,694,843	COMMINGLED BOND FUND
AGFMT 10-1A A1	724,943	724,768	741,438	CORPORATE BONDS
ALLY FINANCIAL INC	825,000	825,000	796,125	CORPORATE BONDS
ALLY FINANCIAL INC	200,000	221,250	205,000	CORPORATE BONDS
ALLY FINANCIAL INC	1,200,000	1,200,000	1,122,192	CORPORATE BONDS
ALTRIA GROUP INC	900,000	1,179,402	1,210,872	CORPORATE BONDS
AMERICAN INTERNATIONAL GROUP I	350,000	350,000	370,475	CORPORATE BONDS
AMERICAN INTERNATIONAL GROUP I	150,000	146,496		CORPORATE BONDS
AMERICAN INTERNATIONAL GROUP I	1,500,000	1,694,856		CORPORATE BONDS
AMERICAN INTL GROUP INC MTN	350,000	263,970		CORPORATE BONDS
AT&T CORP	250,000	289,553		CORPORATE BONDS
BAC CAPITAL TRUST XI	860,000	799,165		CORPORATE BONDS
BANCO SANTANDER BRAZIL SA/CAYM	500,000	500,000		CORPORATE BONDS
BANK OF AMERICA CORP	650,000	673,490		CORPORATE BONDS
BANK OF AMERICA CORP	900,000	893,196		CORPORATE BONDS
BANK OF AMERICA NA	394,000	378,299		CORPORATE BONDS
BANKAMERICA CAPITAL II	100,000	83,750		CORPORATE BONDS
BARCLAYS BANK PLC	575,000	579,804		CORPORATE BONDS
BARCLAYS BANK PLC	1,200,000	1,980,713		CORPORATE BONDS
BEAR STEARNS 07-SV1A A1 144A	96,241	76,982		CORPORATE BONDS
BEAR STEARNS COS LLC/THE	700,000	646,366		CORPORATE BONDS
BEAR STEARNS COS LLC/THE	300,000	279,747		CORPORATE BONDS
BEAR STEARNS COS LLC/THE	700,000	689,071	820,646	CORPORATE BONDS
BERKSHIRE HATHAWAY FINANCE COR	120,000	119,591	121,668	CORPORATE BONDS
BMW US CAPITAL LLC	1,200,000	1,194,660		CORPORATE BONDS
BNSF RY CO 2006-1 PASSTHRU	100,288	91,884		CORPORATE BONDS
BOSTON PROPERTIES LP	400,000	430,476		CORPORATE BONDS
BOSTON PROPERTIES LP	300,000	287,205		CORPORATE BONDS
BP CAPITAL MARKETS PLC	200,000	182,000		CORPORATE BONDS
BP CAPITAL MARKETS PLC	100,000	99,716		CORPORATE BONDS
BP CAPITAL MARKETS PLC	500,000	497,255	•	CORPORATE BONDS
BP CAPITAL MARKETS PLC	100,000	89,000	· ·	CORPORATE BONDS
BURLINGTON NORTHN SANTA FE 001	602,351	677,867	728,965	CORPORATE BONDS
CAPITAL ONE FINANCIAL CORP	500,000	510,705	·	CORPORATE BONDS
CAPITAL ONE FINANCIAL CORP	175,000	174,190		CORPORATE BONDS
CIGNA CORP	75,000	86,696	87,670	CORPORATE BONDS
CIGNA CORP	350,000	373,083	·	CORPORATE BONDS
CIT GROUP INC	47,418	35,730	·	CORPORATE BONDS
CIT GROUP INC	79,029	57,508		CORPORATE BONDS
CIT GROUP INC	147,509	113,569	·	CORPORATE BONDS
CITIGROUP INC	375,000	380,779	•	CORPORATE BONDS
CITIGROUP INC	750,000	752,085	•	CORPORATE BONDS
CITIGROUP INC	1,620,000	1,613,066		CORPORATE BONDS
CITIGROUP MORTGAGE LO AHL1 A2C	3,000,000	933,750	·	CORPORATE BONDS
COMCAST CABLE COMMUNICATIONS H	295,000	353,073	•	CORPORATE BONDS
COMCAST CORP	575,000	568,462	•	CORPORATE BONDS
COMCAST CORP	25,000	24,947		CORPORATE BONDS
COOPERATIEVE CENTRALE RAIFFEIS	700,000	698,103		CORPORATE BONDS
COX COMMUNICATIONS INC 144A	375,000	362,792		CORPORATE BONDS
COX COMMUNICATIONS INC 144A CREDIT AGRICOLE HOME LOAN SFH	398,000	508,405	•	CORPORATE BONDS
CSX TRANSN INC GTD SECD EQUIP	1,400,000 105,295	1,400,000	1,345,009 120,657	CORPORATE BONDS CORPORATE BONDS
DAIMLER FIN NORTH AMERICA 144A	1,200,000	106,591 1,175,476	•	CORPORATE BONDS
DEXIA CREDIT LOCAL SA	700,000	700,000		CORPORATE BONDS
	·			
DNB BOLIGKREDITT AS 144A	1,000,000	998,800	1,016,596	CORPORATE BONDS

Security Name	Shares/Par	Cost	Market Value	Description
DOW CHEMICAL CO/THE	790,000	939,317	1,033,579	CORPORATE BONDS
FEDERAL EXPRESS 98-1 CTF 1A	739,215	734,815	856,820	CORPORATE BONDS
FORD MOTOR CREDIT CO LLC	500,000	497,330	517,475	CORPORATE BONDS
GAZPROM O A O LN SER 17 144A	1,500,000	1,756,875	1,687,500	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	250,000	249,723	273,788	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	500,000	512,163	550,146	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	175,000	179,858	181,554	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	230,000	222,424	232,830	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	600,000	588,870	635,752	CORPORATE BONDS
GOLDMAN SACHS GROUP INC/THE	950,000	941,574	969,317	CORPORATE BONDS
GOLDMAN SACHS GROUP INC/THE	600,000	413,700	517,895	CORPORATE BONDS
GOLDMAN SACHS GROUP INC/THE	200,000	190,188	186,103	CORPORATE BONDS
GOLDMAN SACHS GROUP INC/THE	600,000	509,154	627,262	CORPORATE BONDS
GOODRICH CORP	300,000	306,234	353,780	CORPORATE BONDS
HCA INC	1,200,000	1,242,000	1,224,000	CORPORATE BONDS
HEALTH NET INC	225,000	183,094	234,000	CORPORATE BONDS
HEWLETT-PACKARD CO	1,200,000	1,188,016	1,188,188	CORPORATE BONDS
HISTORIC TW INC	760,000	906,624	890,864 197,418	CORPORATE BONDS
HSBC HOLDINGS PLC	200,000	193,008	•	CORPORATE BONDS
HSBC HOLDINGS PLC HSBC HOLDINGS PLC	475,000 225,000	456,382 224,512	479,943 239,083	CORPORATE BONDS CORPORATE BONDS
ING BANK NV 144A	600,000	623,222		CORPORATE BONDS
INTESA SANPAOLO SPA 144A	1,500,000	1,488,495	1,231,061	CORPORATE BONDS
JPMORGAN CHASE & CO	400,000	405,812	425,148	CORPORATE BONDS
JPMORGAN CHASE & CO	300,000	345,588	339,791	CORPORATE BONDS
JPMORGAN CHASE & CO	300,000	314,904	318,861	CORPORATE BONDS
JPMORGAN CHASE & CO	400,000	398,040	402,809	CORPORATE BONDS
JPMORGAN CHASE & CO	600,000	598,764	609,572	CORPORATE BONDS
KAUPTHING BANK HF	850,000	641,500	85	CORPORATE BONDS
LAFARGE SA	600,000	582,868	612,005	CORPORATE BONDS
LAFARGE SA	175,000	174,850	178,094	CORPORATE BONDS
LEHMAN BROTHERS HOLDINGS INC	300,000	299,778	30	CORPORATE BONDS
LEHMAN BROTHERS HOLDINGS INC	2,200,000	2,189,968	577,500	CORPORATE BONDS
LIBERTY INTERACTIVE LLC	127,000	113,983	123,190	CORPORATE BONDS
LIBERTY INTERACTIVE LLC	171,000	151,335	164,374	CORPORATE BONDS
LLOYDS TSB BANK PLC	1,200,000	1,200,000	1,099,152	CORPORATE BONDS
LLOYDS TSB BANK PLC 144A	1,300,000	1,299,948	1,251,453	CORPORATE BONDS
MACY'S RETAIL HOLDINGS INC	560,000	462,386	615,910	CORPORATE BONDS
MACY'S RETAIL HOLDINGS INC	275,000	277,431	317,505	CORPORATE BONDS
MACY'S RETAIL HOLDINGS INC	125,000	99,864	137,971	CORPORATE BONDS
MAGNOLIA FUNDING LTD	424,304	568,777	548,586	CORPORATE BONDS
MERRILL LYNCH & CO INC	300,000	318,881	295,782	CORPORATE BONDS
MORGAN STANLEY	380,000	383,059	362,040	CORPORATE BONDS
MORGAN STANLEY	1,500,000	1,527,840	1,365,413	CORPORATE BONDS
MORGAN STANLEY	300,000	272,707	357,292	CORPORATE BONDS
MORGAN STANLEY MTN	1,000,000	951,305	1,231,002	CORPORATE BONDS
NEWS AMERICA INC	175,000	180,955	201,703	CORPORATE BONDS
NORDEA BANK AB 144A	1,500,000	1,492,845	1,533,179	CORPORATE BONDS
NORDSTROM INC	600,000	564,288	750,733	CORPORATE BONDS
PROVINCE OF ONTARIO CANADA	1,000,000	996,850	1,047,356	CORPORATE BONDS
QWEST CORP	1,200,000	1,200,000	1,329,734	CORPORATE BONDS
REED ELSEVIER CAPITAL INC REYNOLDS AMERICAN INC	275,000 1,000,000	273,933	343,223	CORPORATE BONDS CORPORATE BONDS
ROYAL BANK OF SCOTLAND GROUP P	500,000	995,380 433,750	1,192,435 340,625	CORPORATE BONDS
ROYAL BANK OF SCOTLAND GROUP P	100,000	99,805		CORPORATE BONDS
ROYAL BANK OF SCOTLAND PLC/THE	625,000	622,694	616,581	CORPORATE BONDS
SBA GTD PARTN CTFS 2002-20C 1	864,814	882,110	957,626	CORPORATE BONDS
SLM CORP	325,000	313,144	334,750	CORPORATE BONDS
	320,000	313,177	001,100	55 510 H E BONDO

Security Name	Shares/Par	Cost	Market Value	Description
SPRINT CAPITAL CORP	200,000	160,500	142,750	CORPORATE BONDS
SPRINT CAPITAL CORP	425,000	361,625	349,563	CORPORATE BONDS
TELECOM ITALIA CAPITAL SA	175,000	176,986	163,607	CORPORATE BONDS
TELECOM ITALIA CAPITAL SA	200,000	220,666	187,422	CORPORATE BONDS
TIME WARNER CABLE INC	375,000	407,354	478,848	CORPORATE BONDS
TIME WARNER CABLE INC	275,000	312,951	345,403	CORPORATE BONDS
TIME WARNER CABLE INC	225,000	225,077	227,639	CORPORATE BONDS
TIME WARNER COS INC	200,000	215,367	251,513	CORPORATE BONDS
TIME WARNER INC	800,000	837,721	1,043,748	CORPORATE BONDS
UBS AG/STAMFORD CT	400,000	400,000	389,521	CORPORATE BONDS
UBS AG/STAMFORD CT	300,000	299,871	291,935	CORPORATE BONDS
UNION PAC RR CO PASS THRU 98-A	248,695	257,265	282,773	CORPORATE BONDS
UNUM GROUP	446,000	361,122	470,811	CORPORATE BONDS
VOLKSWAGEN INTERNATIONAL FINAN	600,000	600,000	587,947	CORPORATE BONDS
VOLKSWAGEN INTERNATIONAL FINAN	600,000	600,000	599,391	CORPORATE BONDS
VULCAN MATERIALS CO	125,000	125,000	129,063	CORPORATE BONDS
VULCAN MATERIALS CO	225,000	225,000	243,000	CORPORATE BONDS
WACHOVIA BANK NA	500,000	500,335	552,112	CORPORATE BONDS
WELLPOINT INC	225,000	264,596	271,479	CORPORATE BONDS
WESTLB AG/NEW YORK	740,000	678,594	768,444	CORPORATE BONDS
WM WRIGLEY JR CO 144A	1,400,000	1,399,538	1,410,368	CORPORATE BONDS
XEROX CORP	945,000	935,429	1,064,505	CORPORATE BONDS
BEAR STEARNS COMMERCIA CLF1 A3	53,032	51,296		CMBS - CTL
GS MTG SECS CORP 04-4 144A	1,903,023	1,943,463		CMO
UNION PAC RR CO 01-1	417,890	401,651	486,308	CMO
CDS SP UL CDX.IG.5 10Y 10-15%	-800,000	0	0	CDSWP
CDS_SP UL CDX.IG.5 10Y 10-15%	800,000	0	-99,473	CDSWP
CDS SP UL CDX.IG.9 5YR 15-30%	-100,000	0		CDSWP
CDS_SP UL CDX.IG.9 5YR 15-30%	100,000	0		CDSWP
CDS BP UL CDX.IG.5 7YR 10-15%	-1,100,000	0		CDSWP
CDS_BP UL CDX.IG.5 7YR 10-15%	1,100,000	0		CDSWP
CDS SP UL CDX.IG.5 10Y 10-15%	-2,700,000	0		CDSWP
CDS_SP UL CDX.IG.5 10Y 10-15%	2,700,000	0		CDSWP
CDS BP UL CDX.IG.5 7YR 10-15%	-3,800,000	0		CDSWP
CDS_BP UL CDX.IG.5 7YR 10-15%	3,800,000	0		CDSWP
CDS BP UL GOODRICH CORP	-300,000	0		CDSWP
CDS_BP UL GOODRICH CORP	300,000	0		CDSWP
CDS BP TIME WARNER INC SNR	-500,000	0		CDSWP
CDS_BP TIME WARNER INC SNR	500,000	0	- ,	CDSWP
CCP CDX IG14 5Y CME	-7,200,000	0		CDSWP
CCP_CDX IG14 5Y CME	7,200,000	7,913		CDSWP
CCP CDX IG10 10Y CME	-1,548,800	0		CDSWP
CCP_CDX IG10 10Y CME	1,548,800	13,962		CDSWP
CCP CDX IG9 10Y CME	-20,715,200	0		CDSWP
CCP_CDX IG9 10Y CME	20,715,200	922,731	792,669	CDSWP
CCP CDX HY14 5Y CME	-1,078,000	0		CDSWP
CCP_CDX HY14 5Y CME	1,078,000	16,170		CDSWP
CDS SP UL BP P.L.C.	100,000	3,469		CDSWP
CDS_SP UL BP P.L.C.	-100,000	0		CDSWP
CDS SP UL BP P.L.C.	200,000	1,953		CDSWP
CDS_SP UL BP P.L.C.	-200,000	0		CDSWP
CDX SP UL CDX.NA.IG.16	700,000	0	•	CDSWP
CDX_SP UL CDX.NA.IG.16	-700,000	-6,390		CDSWP
ZCS IRS P BZDIOVRA R 11.96%	-2,200,000	-4,886		IRSWP
ZCS_IRS P BZDIOVRA R 11.96%	2,200,000	0	•	IRSWP
IRS ZCS P BZDIOVRA R 12.12%	-700,000	0		IRSWP
IRS_ZCS P BZDIOVRA R 12.12%	700,000	1,712		IRSWP
IRS P BZDIOVRA R 10.58%	-4,600,000	0	0	IRSWP

Security Name	Shares/Par	Cost	Market Value	Description
IRS_P BZDIOVRA R 10.58%	4,600,000	13,045	-931	IRSWP
IRS P BRL CDI DAILY R 10.87%	-900,000	0	0	IRSWP
IRS_P BRL CDI DAILY R 10.87%	900,000	4,474	2,305	IRSWP
IRS P BRL-CDI DAILY R 10.605%	-400,000	0	0	IRSWP
IRS_P BRL-CDI DAILY R 10.605%	400,000	0	-767	IRSWP
IRS ZCS P BZDIOVRA R 10.77%	-100,000	0	0	IRSWP
IRS_ZCS P BZDIOVRA R 10.77%	100,000	338	161	IRSWP
IRS ZCS P BZDIOVRA R 11.86%	-900,000	-254	0	IRSWP
IRS_ZCS P BZDIOVRA R 11.86%	900,000	323	12,365	IRSWP
IRS P BZDIOVRA R 11.935	-300,000	0	0	IRSWP
IRS_P BZDIOVRA R 11.935	300,000	882	4,473	IRSWP
IRS P BZDIOVRA R 11.82%	-200,000	0	0	IRSWP
IRS_P BZDIOVRA R 11.82%	200,000	209	2,621	IRSWP
IRS ZCS P BZDIOVRA R 10.53%	-1,100,000	0	0	IRSWP
IRS_ZCS P BZDIOVRA R 10.53%	1,100,000	684	-775	IRSWP
IRS_P US0003M R 10.00% 7/12/22	-2,100,000	-12,883	0	IRSWP
IRS_P US0003M R 10% 07/12/22	-100,000	-690	0	IRSWP
IRS_P US0003M R 2.25%	-700,000	-4,261	-196	IRSWP
IRS_P US0003M R 1.0% 112113	-2,700,000	-15,404	-3,524	IRSWP
IRS_P US0003M R 2% 11/21/2013	2,700,000	6,548	884	IRSWP
CCP IRS USD-LIBOR-BBA-3M CME	-1,700,000	-32,737	-50,265	IRSWP
CCP_IRS USD-LIBOR-BBA-3M CME	1,700,000	0	0	IRSWP
CCP IRS USD-LIBOR-BBA-3M CME	-23,300,000	0	0	IRSWP
CCP_IRS USD-LIBOR-BBA-3M CME	23,300,000	229,505	381,205	IRSWP
AMERICAN HOME MORTGAGE AS 5 A1	748,738	428,504	273,880	CORPORATE BONDS-CMO
BEAR STEARNS ADJUSTABLE R 2 A1	743,108	726,011	689,114	CORPORATE BONDS-CMO
BEAR STEARNS ALT-A TRUS 4 23A2	399,115	301,457	<u>-</u>	CORPORATE BONDS-CMO
BEAR STEARNS ALT-A TRUS 7 22A1	368,662	362,573	•	CORPORATE BONDS-CMO
CITIGROUP MORTGAGE LOAN 3 2A2B	379,156	366,796	•	CORPORATE BONDS-CMO
RESIDENTIAL ASSET SECU A13 1A1	316,672	207,915	•	CORPORATE BONDS-CMO
INDYMAC INDEX MORTGAGE AR12 A1	680,165	417,884	•	CORPORATE BONDS-CMO
JP MORGAN MORTGAGE TRUS A1 6T1	200,715	189,237	•	CORPORATE BONDS-CMO
LUMINENT MORTGAGE TRUST 7 2A1	726,931	437,830	,	CORPORATE BONDS-CMO
MELLON RESIDENTIAL FUN TBC3 A1	194,824	195,924		CORPORATE BONDS-CMO
STRUCTURED ADJUSTABLE R 20 3A1	603,279	591,782	•	CORPORATE BONDS-CMO
STRUCTURED ASSET MORTGA AR5 A3	428,309	420,164		CORPORATE BONDS-CMO
WAMU MORTGAGE PASS THROU AR6 A	12,261	12,310	,	CORPORATE BONDS-CMO
WAMU MORTGAGE PASS THR HY1 1A1	622,999	434,418		CORPORATE BONDS-CMO
WAMU MORTGAGE PASS THR HY5 2A1	708,739	508,334	•	CORPORATE BONDS-CMO
WAMU MORTGAGE PASS THR AR19 1A	747,244	427,470	•	CORPORATE BONDS-CMO
WAMU MORTGAGE PASS TH AR14 1A4	865,153	547,209	•	CORPORATE BONDS-CMO
WASHINGTON MUTUAL MSC M AR1 2A	2,044_	2,088		CORPORATE BONDS-CMO
TOTAL - PART II, LINE 10C	=	221,032,060	234,505,635	

CASEY FAMILY PROGRAMS EIN # 91-0793881 2011 FORM 990-PF PART II, LINE 13 OTHER INVESTMENTS

Security Name	Shares/Par	Cost	Market Value	Description
US 10YR TREAS NTS FUTURE (CBT)	64	0	79,000	FUTURES CONTRACTS
90DAY EURODOLLAR FUTURE (CME)	42	0	220,500	FUTURES CONTRACTS
90DAY EURODOLLAR FUTURE (CME)	15	0	64,688	FUTURES CONTRACTS
90DAY EURODOLLAR FUTURE (CME)	29	0	128,325	FUTURES CONTRACTS
ABRY ADVANCED SECURITIES FD II	3,707,238	4,515,717	3,707,238	ALTERNATIVE INVESTMENTS
BLACKSTONE RESOURCES SELECT FD	31,845	40,000,000	32,977,924	ALTERNATIVE INVESTMENTS
BLUECREST CAPITAL INTL LTD	273,022	30,157,598	31,154,526	ALTERNATIVE INVESTMENTS
CLIVE FUND LIMITED	181,708	30,000,000	25,794,222	ALTERNATIVE INVESTMENTS
GOLDMAN SACHS CURRENCY FUND	200,000	20,000,000	20,596,000	ALTERNATIVE INVESTMENTS
LD COMMODITIES ALPHA FD LTD	10,000	10,000,000	9,634,065	ALTERNATIVE INVESTMENTS
LD COMMODITIES ALPHA FD LTD	10,000	10,000,000	9,626,579	ALTERNATIVE INVESTMENTS
LD COMMODITIES ALPHA FD LTD	10,000	10,000,000	9,695,730	ALTERNATIVE INVESTMENTS
ORTUS FUND	70,909	20,228,975	20,228,975	ALTERNATIVE INVESTMENTS
ACTIS AFRICA REAL ESTATE	1,072,000	1,096,454	1,072,000	REAL ESTATE
AIG EUROPEAN REAL ESTATE	3,010,810	11,992,621	3,908,483	REAL ESTATE
ALCION REAL ESTATE PARTNERS	2,064,110	2,048,190	2,064,110	REAL ESTATE
AMPERSAND 2011 LP	3,587,774	3,587,774	3,587,774	REAL ESTATE
H/2 CREDIT PARTNERS LP	15,000	15,000,000	16,241,290	REAL ESTATE
H/2 CREDIT PARTNERS LP SER 10	15,000	15,000,000	15,081,239	REAL ESTATE
INVESCO ASIA RE I	4,888,800	4,779,981	4,888,800	REAL ESTATE
INVESCO ASIA RE II	4,990,569	4,685,057	4,990,569	REAL ESTATE
INVESCO CORE RE	317	42,000,909	36,724,142	REAL ESTATE
INVESCO RE FUND II	10,844,092	11,444,181	10,844,092	REAL ESTATE
LEGACY PARTNERS REALTY FUND	4,260,456	5,984,291	4,260,456	REAL ESTATE
PRUDENTIAL PRISA	475	14,574,686	14,854,492	REAL ESTATE
PRUDENTIAL PRISA II	1,049	18,596,508	17,363,524	REAL ESTATE
PRUDENTIAL PRISA III	14,105	6,325,949	8,866,951	REAL ESTATE
ABRY PARTNERS VII L.P.	1,000,445	1,028,590	1,000,445	PRIVATE EQUITY
ASIAN INFRASTRUCTURE LP	56,550	0	56,550	PRIVATE EQUITY
AXIOM ASIA PRIVATE CAPITAL II	3,265,989	2,792,908	3,265,989	PRIVATE EQUITY
CARLYLE PARTNERS V LP	9,664,442	8,056,533	9,664,442	PRIVATE EQUITY
CHARLESBANK EQUITY FUND VII	4,848,986	4,466,873	4,848,986	PRIVATE EQUITY
CHARTERHOUSE IX	4,188,452	4,370,176	5,437,239	PRIVATE EQUITY
CI CAPITAL INVESTOR II LP	3,179,240	2,950,583	3,179,240	PRIVATE EQUITY
CVC EUROPEAN EQUITY PARTNERS V	6,434,782	7,279,196	8,353,312	PRIVATE EQUITY
GILBERT GLOBAL EQ PTNRS L P	2,481,823	5,818,708	2,481,823	PRIVATE EQUITY
GOLDMAN SACHS VINTAGE FD V	9,415,967	7,474,076	9,415,967	PRIVATE EQUITY
GOLDMAN SACHS - VINTAGE FUND	14,993,414	10,788,728	14,993,414	PRIVATE EQUITY
HELLMAN & FRIEDMAN VI L P	6,436,629	6,436,625	6,436,629	PRIVATE EQUITY
HELLMAN & FRIEDMAN VII LP	1,969,431	1,969,431	1,969,431	PRIVATE EQUITY
HORSLEY BRIDGE INT V	3,258,166	2,825,194	3,258,166	PRIVATE EQUITY
HORSLEY BRIDGE IX	10,064,267	7,535,662	10,064,267	PRIVATE EQUITY
JMI EQUITY FUND VI	11,489,918	10,003,461	11,489,918	PRIVATE EQUITY
JORDAN-RESOLUTE II	8,911,682	8,297,703	8,911,682	PRIVATE EQUITY
OAKTREE EURO FD III	810,000	1,087,607	1,051,502	PRIVATE EQUITY
OCM OPPORTUNITIES FUND VII	6,645,272	6,095,247	6,645,272	PRIVATE EQUITY
OCM OPPORTUNITIES FUND VII-B	7,389,107	6,472,371	7,389,107	PRIVATE EQUITY
ONSET ENTERPRISE ASSOCIATES II	104,575	104,590	104,575	PRIVATE EQUITY
SIGULER GUFF-BRIC OPPTYS FD II	7,220,701	7,215,451	7,220,701	PRIVATE EQUITY
SPLIT ROCK PARTNERS II LP	3,048,921	2,995,764	3,048,921	PRIVATE EQUITY
STEPSTONE PIONEER CAP II	8,232,857	7,481,348	8,232,857	PRIVATE EQUITY
TCV VII A	7,311,340	6,347,885	7,311,340	PRIVATE EQUITY
TRUSTBRIDGE PARTNERS IV LP	3,241,487	3,241,487	3,241,487	PRIVATE EQUITY
VIVO VENTURES FUND VII LP	500,691	500,691	500,691	PRIVATE EQUITY
WAYZATA OPPORTUNITIES FUND II	14,817,150	13,159,275	14,817,150	PRIVATE EQUITY
OTHER FUTURES AND CASH EQUIVALET INVS		2,189,944	3,275,226	FUTURES / CASH EQUIVALENT
TOTAL - PART II, LINE 13	_	481,004,998	476,322,021	
	_			

Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. See separate instructions.

Department of the Treasury Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2011, and ending 12/31/2011

OMB No. 1545-1668

Department of Internal Reven			ormation furr ng 01/01/								ſ				achment uence No	.118	
Name of pers	•						F	iler	's identify	•							
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C Filer's s	hare of lia	bilities: Nonrecourse \$			Qualifi	ied no	onrecourse	fina	incing \$				Other \$;			
D If filer is	a membe	er of a consolidated group	but not the	oare						bout the	parer	nt:					
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E Informat	tion about	certain other partners (se	ee instructions)													
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	nd addres ation, if an	s of foreign partnership's y	agent in coun	try c	of		4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different										
MAPLES AND	CALDER					I	CV VII (A										
P.O. BOX 30	09, UGLAN	D HOUSE				2	80 PARK A	VEN	UE, 26TH	FLOOR							
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CJ						N	IEW YORK,	NY	10017								
		allocations made by the f	• .										▶		Yes	X	No
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		eturn (see instructions) ership classified under th								. D7	ייים.	IFD	▶ SHIP				
		ip own any separate unit											21111				
	d)-1(b)(4)?				Ū	•				. , . ,), 0.				Yes	X	No
		ship meet both of the follo	owing requiren	nent	ts?							• •	,		163		NO
		nip's total receipts for the the partnership's total as:						nan !	\$1 million	}.			🕨		Yes	X	No
		omplete Schedules L, M-1			THO TOX	you			Ψ 1 11111110111.	<u> </u>							
Sign Here Only If You Are Filing This Form Separately and Not With	and belied	enalties of perjury, I declare ef, it is true, correct, and cor on of which preparer has any	mplete. Declara y knowledge.	tion	of prepa	arer (o											e
Your Tax Return.	Signa	ature of general partner or lir	nited liability con	npar	ny memb	er				Da	ate						
Deid	Print/Type	preparer's name		Prep	arer's si	gnatu	re			Date			Check	if	PTIN		
Paid Proparer													self-em	ployed			
Preparer Use Only	Firm's nan												Firm's E	EIN ►			
Jae Only	Firm's add	ress >											Phone i	no.			

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TCV VII (A), L.P. Form 8865 (2011)

Page 2

Sc	hedule A	Constructive Own box b, enter the interest you const	nership of Partnership name, address, and U.S ructively own. See instru	Interest. Che c. taxpayer ide actions.	ck the boxes the ntifying number	at apply ter er (if any)	o the of th	filer. If you	/ou (s) v	check whose
		a X Owns a direct	interest	b						
		Name	Address		Identifying nu	mber (if any)		Check if foreign person	d	neck if irect artner
Sc	hedule A-1	Certain Partners o	f Foreign Partnership (s	ee instructio	ns)					
_		Name	Address		Identifyir	ng number (if	any)		fo	neck if ereign erson
_										
			eign person as a direct part					Yes		No
Sc	hedule A-2		l e. List all partnerships (directly owns a 10% inte	(foreign or do erest.	mestic) in whic	the fore	ign p	oartnershi	p o	wns a
		Name	Address		EIN (if any)		al ordinary ome or loss	for	ieck if reign nership
	hedule B		- Trade or Business Inc				<u></u>			
Cau	ution. Include	e only trade or business	income and expenses on I	ines 1a through	n 22 below. See t	the instruction	ons fo	or more info	orma	ition.
	1a Gross	receipts or sales		1a						
				1b		1c				
Ф	2 Cost of Gross	of goods sold profit Subtract line 2 fr	om line 1c			3				
Income	4 Ordina	arv income (loss) from o	ther partnerships, estates,	and trusts (attac	ch statement) *	4				
<u>l</u>			Schedule F (Form 1040))			5				
	6 Net ga	ain (loss) from Form 479	97, Part II, line 17 (attach F	orm 4797)		6				
			atement)			7				
			lines 3 through 7			8				
			n to partners) (less employ			10				
(SU	10 Guara	nteed payments to partr	ers			11				
itation						12				
or lin	13 Rent					13				
ons f	14 Taxes	and licenses				14				
tructi	15 Interes	st				15				
(see instructions for limitations)	16a Depre	ciation (if required, attac	ch Form 4562)	16a						
			sewhere on return			16c				
ons			nd gas depletion.)			17				
ıcti						18				
Deductions			ement)			20				
-			ounts shown in the far right co			21				
	22 Ordina	ry business income (loss)	from trade or business activiti	es. Subtract line 2	21 from line 8	22				

Schedule D Capital Gains and Losses (Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1						
·						
2	Enter short-term gain or (loss), if any, from S	Schedule D-1 (For	m 1065), line 2		2	
3	Short-term capital gain from installment sale	es from Form 625	52, line 26 or 37		3	
4	Short-term capital gain (loss) from like-kind e	xchanges from Fo	orm 8824		4	
_						
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					
6	Net short-term capital gain or (loss). Co Form 8865, Schedule K, line 8 or 11		-	* *		
Pa	rt II Long-Term Capital Gains and Los					1
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
7						
8	Enter long-term gain or (loss), if any, from S	chedule D-1 (Forr	m 1065), line 8		8	
9	Long-term capital gain from installment sale	s from Form 625	2, line 26 or 37		9	
10	Long-term capital gain (loss) from like-kind	exchanges from F	orm 8824		10	
11	Partnership's share of net long-term capitagains (losses), from other partnerships, estate					
12						
13	Net long-term capital gain or (loss). Con Form 8865, Schedule K, line 9a or 11					

TCV VII (A), L.P. 75-3257857

m 9965 (2011)

Form 886	,		Page 4
Sched			Total amount
	1	Ordinary business income (loss) (page 2, line 22)	
	2	Net rental real estate income (loss) (attach Form 8825)	2
	3 a	Other gross rental income (loss). 3a	-
	b	Expenses from other rental activities (attach statement) 3b	-
	C	Other net rental income (loss). Subtract line 3b from line 3a	3c
(S)	4	Guaranteed payments	4
ို မြ	5	Interest income	5
е (6	Dividends: a Ordinary dividends	6a
E	_	b Qualified dividends 6b	-
Income (Loss)	7	Royalties	7
_	8	Net short-term capital gain (loss)	8
	9 a	Net long-term capital gain (loss)	9a
	b	Collectibles (28%) gain (loss)	_
		Unrecaptured section 1250 gain (attach statement)	
	10	Net section 1231 gain (loss) (attach Form 4797)	10
	11	Other income (loss) (see instructions) Type ▶	11
શ	12	Section 179 deduction (attach Form 4562)	12
Deductions		Contributions	13a
ב	b	Investment interest expense	13b
ped	С	Section 59(e)(2) expenditures: (1) Type \blacktriangleright (2) Amount \blacktriangleright	13c(2)
		Other deductions (see instructions) Type ▶	13d
구 우두		Net earnings (loss) from self-employment	14a
Self- Employ- ment	b	Gross farming or fishing income	14b
	С	Gross nonfarm income	14c
	15 a	Low-income housing credit (section 42(j)(5))	15a
_ω	b	Low-income housing credit (other)	15b
ŧ	С	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c
Credits		Other rental real estate credits (see instructions) Type ▶	15d
		Other rental credits (see instructions) Type ▶	15e
	f	Other credits (see instructions) Type ▶	15f
	16 a	Name of country or U.S. possession ▶	
		Gross income from all sources	16b
દ		Gross income sourced at partner level	16c
Ē		Foreign gross income sourced at partnership level	
sactions	d	Passive category ▶e General category ▶ f Other (attach statement) ▶	16f
		Deductions allocated and apportioned at partner level	
Foreign Tran	q	Interest expense ▶ h Other ▶	16h
igi	Ū	Deductions allocated and apportioned at partnership level to foreign source income	
ore	i	Passive category ▶ j General category ▶ k Other (attach statement) ▶	16k
щ	ı	Total foreign taxes (check one): ▶ Paid Accrued	161
	m	Reduction in taxes available for credit (attach statement)	16m
]	n	Other foreign tax information (attach statement)	
×		Post-1986 depreciation adjustment	17a
Tag Tag	b	Adjusted gain or loss	17b
ın ati	С	Depletion (other than oil and gas)	17c
Err Tim	d	Oil, gas, and geothermal properties - gross income	17d
Alternative Minimum Tax (AMT) Items	е	Oil, gas, and geothermal properties - deductions	17e
2	f	Other AMT items (attach statement)	17f
-		Tax-exempt interest income	18a
e e	b	Other tax-exempt income	18b
Other Information	C	Nondeductible expenses	18c
E	19 a	Distributions of cash and marketable securities	19a
nfo	b	Distributions of other property	19b
_	20 a	Investment income	20a
ţţ	20 u	Investment expenses	
0	c	Other items and amounts (attach statement)	
			Form 8865 (2011

TCV VII (A), L.P. 75-3257857

Form 8865 (2011) Page 5

Schedule L Balance Sheets per	r Books. (Not require	d if Item G9, page 1,	is answered "Yes.")	Page 3
	Beginning	of tax year	End of	tax year
Assets	(a)	(b)	(c)	(d)
Cash Trade notes and accounts receivable.				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7a Loans to partners				
b Mortgage and real estate loans				
8 Other investments (attach statement)				
9 a Buildings and other depreciable assets				
b Less accumulated depreciation				
10 a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12 a Intangible assets (amortizable only) .				
b Less accumulated amortization				
13 Other assets (attach statement)				
14 Total assets				
Liabilities and Capital				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)				
18 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts				
22 Total liabilities and capital				

Form **8865** (2011)

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Form 8865 (2011) Page 6

Scl	hedule M Balance Sheets for Interest Alloca	ation		
			(a) Beginning of tax year	(b) End of tax year
1	Total U.S. assets		-	
2	Total foreign assets:			
а	Passive category		-	
b	General category		-	
С	Other (attach statement)		-	
Scl	hedule M-1 Reconciliation of Income (Loss) 1, is answered "Yes.")	per Books With	Income (Loss) per Return. (Not required if Item G9, page
		6 In	come recorded on books this	
1	Net income (loss) per books	ye	ar not included on Schedule K,	
2	Income included on Schedule K,	lir	es 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a Ta	ax-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7 De	eductions included on Schedule	
3	Guaranteed payments (other	K,	lines 1 through 13d, and 16l not	
	than health insurance)	ch	arged against book income this	
4	Expenses recorded on books	ye	ar (itemize):	
	this year not included on	a D	epreciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
а	Depreciation \$			
b	Travel and entertainment \$	8 A	dd lines 6 and 7	
		9 In	come (loss). Subtract line 8	
5	Add lines 1 through 4	fro	om line 5	
Scl	hedule M-2 Analysis of Partners' Capital Acco	ounts. (Not requi	red if Item G9, page 1, is ans	wered "Yes.")
1	Balance at beginning of year	6 D	stributions: a Cash	
2	Capital contributed:		b Property	
	a Cash	7 0	ther decreases (itemize):	
	b Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
		8 A	dd lines 6 and 7	
		9 Ba	alance at end of year. Subtract	
5	Add lines 1 through 4	lir	e 8 from line 5	

TCV VII (A), L.P. Form 8865 (2011)

Page 7

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

				- (-)	
	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
	Interest paid				
	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

Form **8865** (2011)

2679BD D15X V 11-6 010

SCHEDULE O (Form 8865) Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership

(under section 6038B)

OMB No. 1545-1668

Name of transferor

► Attach to Form 8865. See Instructions for Form 8865.

Filer's identifying number 91-0793881

CASEY FAMILY PROGRAMS Name of foreign partnership

TCV VII (A), L.P.

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		4,000,000.				.976
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							
			Reported (see instr	ructions):			
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
Part III Is				to gain recognition			

Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. See separate instructions.

OMB No. 1545-1668

Department of the Treasury

Information furnished for the foreign partnership's tax year

Attachment

internal Rever	riue Service	begiiiiii	ig OI/OI,	/2011 , and	i enumy 12	./31/2011			Sequence No.	118
Name of pers	son filing this	return			F	iler's identifyi	ng number			
CASEY F	TAMILY :	PROGRAMS					079388			
Filer's addres	ss (if you are	e not filing this form with your	tax return)	1 -	` _	<u> </u>		uctions and chec	k applicable box(es)):
				1	2	3	21	4	10/01/	0011
				B Filer's tax	year beginning	01/01	/2011	, and ending.	12/31/	2011
C Filorio	hara of lia	hilitiaa: Napraaauraa ¢		Qualified	nonroccursos	financina ¢		Other ¢		
		bilities: Nonrecourse \$ r of a consolidated group	hut not the		nonrecourse t		out the pare	Other \$		
Name	s a membe	or a consolidated group	but not the	parent, enter	EII		out the pare	iii.		
Address					-"	•				
71001000	_									
E Informa	ation about	certain other partners (se	e instructions	s)						
-		. ,						(4) Che	eck applicable bo	ox(es)
	(1) Name		(2) Address		(3) Identifyi	ng number	Category 1	Category 2	Constructive
F1 Name a	and address	s of foreign partnership						2(a) EIN (if a		
		EQUITY PARTNERS	V (B),	L.P.				98-057		
22-24 S								2(b) Referen	ce ID number (see instr.)
ST. HEL	IER,	JE2 3QG						2 Country un	der whose law	o organizad
JE								CJ	uer whose law	/s organized
4 Date of		5 Principal place of	6 Principa	l business	7 Princip	al business	8a Funct	ional currency	8b Exchan	ge rate
organiz	ation	businėss .	activity of	code number	activity INVEST		E	URO	(see ins	ir.)
04/18	3/2008	CJ	523	3900	11111201	11111110			0.71	7900000000
G Provide	the follow	ing information for the fo	reign partner	ship's tax year:	:				-	
		nd identifying number of a	agent (if any)	in the	2 Check	if the foreign	partnership	must file:		
United :	States				F	orm 1042	For	m 8804	X Form 106	5 or 1065-B
					Servic	e Center whe	re Form 106	65 or 1065-B is	filed:	
					EFI					
	and addres: ation, if an	s of foreign partnership's	agent in cour	ntry of	4 Name records	and address of the foreic	of person(s) In partnersh) with custody only and the location	f the books an ation of such b	d ooks
Ü		PARTNERS V (B), L.P.			and reg	cords, if differ	ent			
22-24 SEAL		PARTNERS V (B), L.F.			22-24 SEALE					
ST. HELIER					ST. HELIER,					
JE	,				, JE2 3QG					
5 Were a	inv snecial	allocations made by the fe	oreign nartne	rshin?				•	X Yes	No
		of Forms 8858, Informat		•				ntities.	103	
		eturn (see instructions)				-	-			
		ership classified under the					LIMIT	red partni	ERSHIP	
8 Did the	partnershi	p own any separate units	s within the r	neaning of Re	gulations sect	ion 1.1503-2(d	c)(3), (4), or			
1.1503((d)-1(b)(4)?							▶	X Yes	□ No
	•	ship meet both of the follo hip's total receipts for the	• .		50,000 and)			
• The	e value of t	he partnership's total ass	sets at the en			an \$1 million.	}		Yes	X No
	<u> </u>	omplete Schedules L, M-1	•				<u>, </u>			
Sign Here Only If You Are Filing	and belie	enalties of perjury, I declare ef, it is true, correct, and con	nplete. Declara							owledge
This Form Separately		on of which preparer has any			·	ı	,	-		
and Not With Your Tax	Signa	ture of general partner or lin	nited liability co	mpany member			Date			
Return.		preparer's name	1, 30	Preparer's signa	ature		Date	Check	if PTIN	
Paid				.,	-			self-emp	┛"┃	
Preparer	Firm's nam	ne >						Firm's E		
Use Only								Phone n		
		•						1 110110 11		

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So	chedule A	Constructive Ow box b, enter the interest you const	nership of Partnership I name, address, and U.S tructively own. See instru	Interest. Che . taxpayer ide ctions.	ck the boxes the ntifying number	at apply ter (if any)	the filer. of the pers	If you check on(s) whose
		a X Owns a direct	interest	b	Owns a cons	tructive inter	est	
		Name	Address		Identifying nu	mber (if any)	Check i foreign person	direct
Sc	chedule A-1	Certain Partners o	│ of Foreign Partnership (S │	ee instructio	ns)			Check if
		Name	Address		Identifyii	ng number (i	f any)	foreign person
A	ATTACHMENT	. 1						
	es the partne		reign person as a direct parti					No
3 0	nedule A-2		le. List all partnerships (directly owns a 10% inte		,	n the fore	<u> </u>	Chook if
		Name	Address		EIN (if any)	Total ordina income or lo	
A	ATTACHMENT	2 2						
Sc	hedule B	Income Statemen	t - Trade or Business Inc	come				
Cai	ution. Include	only trade or business	income and expenses on li	ines 1a through	n 22 below. See t	he instructi	ions for more	information.
	1a Gross	receipts or sales		1a				
	b Less r	eturns and allowances		1b		1c		
me	3 Gross	profit. Subtract line 2 fr	rom line 1c			3		
Income	4 Ordina 5 Net fa	ry income (loss) from c	other partnerships, estates, a Schedule F (Form 1040))	and trusts (attac	ch statement) *	5		
	6 Netga	iin (loss) from Form 479	97, Part II, line 17 (attach Fo	orm 4797)		6		
	7 Other	income (loss) (attach st	atement)			7		
			e lines 3 through 7			8 9		
·	10 Guara	nteed payments to partr	ners			10		
itations	11 Repair	rs and maintenance				11		
s for lim	13 Rent					13		
uctions	14 Taxes	and licenses				14		
(see instructions for limitations)	16a Depre	ciation (if required, atta	ch Form 4562)	16a				
e (se			sewhere on return and gas depletion.)			16c		
ctior	18 Retire	ment plans, etc.				18		
Deductions			ement)			19 20		
			ounts shown in the far right co			21		
	22 Ordina	ry business income (loss)	from trade or business activitie	es. Subtract line 2	21 from line 8	22		

Form **8865** (2011)

Schedule D Capital Gains and Losses (Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

Pa	rt I Short-Term Capital Gains and Loss	ses - Assets He	eld One Year or	Less		
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1						
2	Enter short-term gain or (loss), if any, from S	chedule D-1 (For	m 1065), line 2 .		2	
3	Short-term capital gain from installment sales	s from Form 625	52, line 26 or 37		3	
4						
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	OIIII 0024		4	
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					
6	Net short-term capital gain or (loss). Cor Form 8865, Schedule K, line 8 or 11					
Pa	rt II Long-Term Capital Gains and Loss					
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
7						
8	Enter long-term gain or (loss), if any, from So	chedule D-1 (Form	n 1065) line 8		8	
·						
9	Long-term capital gain from installment sales	from Form 625	2, line 26 or 37		9	
10	Long-term capital gain (loss) from like-kind e	xchanges from F	orm 8824		10	
11	Partnership's share of net long-term capita gains (losses), from other partnerships, estate					
12	Capital gain distributions				12	
13	Net long-term capital gain or (loss). Com					
	Form 8865, Schedule K, line 9a or 11	<u> </u>			13	0005

Form **8865** (2011)

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FOIIII 886			1		Page 4
Sched	lule K	Partners' Distributive Share Items		Total amount	
	1	Ordinary business income (loss) (page 2, line 22)	1		
	2	Net rental real estate income (loss) (attach Form 8825)	2		
	3 a	Other gross rental income (loss) 3a			
	b	Expenses from other rental activities (attach statement) 3b			
	C	Other net rental income (loss). Subtract line 3b from line 3a	3с		
	4		4		
(SS		Guaranteed payments	5		
Income (Loss)	5	Interest income			
е	6	Dividends: a Ordinary dividends	6a		
E		b Qualified dividends 6b			
ũ	7	Royalties	7		
_	8	Net short-term capital gain (loss)	8		
	9 a	Net long-term capital gain (loss)	9a		
	b	Collectibles (28%) gain (loss)			
	С	Unrecaptured section 1250 gain (attach statement) 9c			
	10	Net section 1231 gain (loss) (attach Form 4797)	10		
	11	Other income (loss) (see instructions) Type ▶	11		
	12	Section 179 deduction (attach Form 4562)	12		
Suc			13a		
뜛			13b		
Deductions		Investment interest expense Section 59(a)(2) expenditures: (1) Type >			
Ď	ن م	Section 59(e)(2) expenditures: (1) Type ► (2) Amount ►			
		Other deductions (see instructions) Type	13d		
Self- Employ- ment	14 a	Net earnings (loss) from self-employment	14a		
Sel npl	b		14b		
_ —	С	Gross nonfarm income	14c		
	15 a	Low-income housing credit (section 42(j)(5))	15a		
w	b	Low-income housing credit (other)	15b		
Credits	С		15c		
Ç	d	Other rental real estate credits (see instructions) Type ▶	15d		
O	е	Other rental credits (see instructions) Type ▶	15e		
	f	Other credits (see instructions) Type ▶	15f		
	162	Name of country or U.S. possession ▶			
		Gross income from all sources	16h		
w		Gross income sourced at partner level			
Ö	٠		100		
迂		Foreign gross income sourced at partnership level	405		
uss	d	0 ,	16f		
<u> </u>		Deductions allocated and apportioned at partner level			
_	g	Interest expense ▶ h Other	16h		
eig.		Deductions allocated and apportioned at partnership level to foreign source income			
Foreign Transactions	i	Passive category ▶ j General category ▶ k Other (attach statement) ▶	16k		
ш.	I	Total foreign taxes (check one): ▶ Paid Accrued	16I		
	m		16m		
	n	Other foreign tax information (attach statement)			
×	17 a	Post-1986 depreciation adjustment	17a		
Ta Ye	b	Adjusted gain or loss	17b		
를 트를	С	Depletion (other than oil and gas)	17c		
E E	d	Oil, gas, and geothermal properties - gross income	17d		
Alternative Minimum Tax (AMT) Items	e	Oil, gas, and geothermal properties - deductions	17e		
`≥ ≎	f	Other AMT items (attach statement)	17f		
			18a		
Ę	ıo a b	Tax-exempt interest income			
Other Information		Other tax-exempt income	18b		
Ĕ		Nondeductible expenses	18c		
fo	19 a	Distributions of cash and marketable securities	19a		
드	b		19b		
her		Investment income	20a		
₹		Investment expenses	20b		
	С	Other items and amounts (attach statement)			

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Form 8865 (2011) Page 5

Schedule L Balance Sheets per	r Books. (Not require	d if Item G9, page 1,	is answered "Yes.")	Page 3
	Beginning	of tax year	End of	tax year
Assets	(a)	(b)	(c)	(d)
Cash Trade notes and accounts receivable.				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7a Loans to partners				
b Mortgage and real estate loans				
8 Other investments (attach statement)				
9 a Buildings and other depreciable assets				
b Less accumulated depreciation				
10 a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12 a Intangible assets (amortizable only) .				
b Less accumulated amortization				
13 Other assets (attach statement)				
14 Total assets				
Liabilities and Capital				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)				
18 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts				
22 Total liabilities and capital				

Form **8865** (2011)

Page 6

	1 0000 (2011)			1 age 0
Sc	hedule M Balance Sheets for Interest Allocation	on		
			(a) Beginning of tax year	(b) End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
	General category			
	Other (attach statement)			
	hedule M-1 Reconciliation of Income (Loss) pe	r Books With Ir	ncome (Loss) per Return. (Not required if Item G9, page
	1, is answered "Yes.")		, ,,	
		6 Inco	me recorded on books this	
1	Net income (loss) per books	year	not included on Schedule K,	
2	Income included on Schedule K.		s 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,		exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7 Ded	uctions included on Schedule	
3	Guaranteed payments (other		nes 1 through 13d, and 16l not	
	than health insurance)	-	ged against book income this	
4	Expenses recorded on books		(itemize):	
	this year not included on	a Dep	reciation \$	
	Schedule K, lines 1 through			
	13d, and 16I (itemize):			
а	Depreciation \$			
	Travel and entertainment \$	8 Add	lines 6 and 7	
	· · · · · · · · · · · · · · · · · · ·		me (loss). Subtract line 8	
5	Add lines 1 through 4		n line 5	
	hedule M-2 Analysis of Partners' Capital Account	nts. (Not require	d if Item G9. page 1. is ans	wered "Yes.")
1	Balance at beginning of year		ributions: a Cash	,
2	Capital contributed:		b Property	
_	a Cash	7 Othe	er decreases (itemize):	
	b Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
•			lines 6 and 7	
			ance at end of year. Subtract	
5	Add lines 1 through 4		8 from line 5	

Form 8865 (2011)

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

				- (-)	
	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
	Interest paid				
	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

Form **8865** (2011)

SCHEDULE O (Form 8865) Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2011

Name of transferor

CASEY FAMILY PROGRAMS

Name of foreign partnership

Filer's identifying number

91-0793881

CVC EUROPEAN EQUITY PARTNERS V (B), L.P.

Part L Transfers Reportable Under Section 6038B

VAR		2,109,727.				.286
		Reported (see inst	ructions):			
(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
1	(b) Date of original transfer	(b) Date of original transfer (c) Date of disposition	Date of Date of disposition disposition	(b) Date of Date of disposition (c) Date of disposition (d) Gain recognized by partnership	(b) Date of Original transfer (c) Date of disposition (d) Manner of disposition (disposition (disposition)) (e) Gain recognized by partnership (disposition) (recapture recognized by partnership) (f) Depreciation recapture recognized by partnership)	(b) (c) (d) (e) Gain Depreciation recognized by recognized to partner of to partner of to partner of the partne

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2011

FORM 8865, PAGE 2 DETAIL

- CERTAIN PARTNERS OF FOREIGN PARTNERSHIP

SCHEDULE A-1

				CHECK IF:
NAME	ADDRESS		ID NUMBER FOR PERS	FOR PERS
CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	LINCOLN PLAZA EAST		94-6207465	
	400 Q STREET, SUITE 4800			
	SACRAMENTO	95814		

ATTACHMENT 2

CASEY FAMILY PROGRAMS CVC EUROPEAN EQUITY PARTNERS V (B), L.P.

DETAIL	
\sim	
PAGE	
8865,	
FORM	

SCHEDULE A-2 - AFFILIATION SCHEDULE			TOTAL ORDINARY	я М
NAME	ADDRESS	ID NUMBER	INCOME OR LOSS	PSHP
DEEP END HOLDINGS, LLC	712 FIFTH AVE, 43RD FLOOR NEW YORK NY 10	27-3362528		
STARBEV LP	22 GRENVILLE STREET ST. HEILER, JE4 8PX JE	FOREIGNUS		×
TREBOL INTERNATIONAL BV	NARITAWEG 165 1043 BW AMSTERDAM NI	98-0683874		×
CVC BEACON LLC	712 FIFTH AVE, 43 FLOOR NEW YORK	80-0756157		

Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. See separate instructions.

Attachment

Department of the Treasury Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2011 , and ending 12/31/2011

OMB No. 1545-1668

Internal Reven	nue Service	beg	ginning 01/0	01/2011 , and	lending 12	/31/2011	•		Sequence No.	118
Name of pers	on filing this	return			Fi	ler's identifyi	ng number			
CASEY F	AMILY	PROGRAMS				91	-079388	31		
Filer's addres	ss (if you ar	e not filing this form wit	h your tax return)	A Category	of filer (see Cate	egories of Filer	s in the instr	ructions and check	k applicable box	(es)):
							./2011		12/31/	/2011
				B Filer's tax	year beginning		./2011	, and ending .	12/31/	2011
C Filer's sl	hara of lia	bilities: Nonrecours		Qualified	nonrecourse f	inanaina ¢		Other \$		
		er of a consolidated	•				out the pare			
Name	s a membe	or a consolidated	group but not t	ne parent, enter	EIN		out the pare	iii.		
Address					EII	<u> </u>				
Address	•									
E Informat	tion about	certain other partne	ers (see instructi	ons)						
(4) Norma				(2) Address		(3) Identifyi	na numbor	(4) Che	eck applicable b	
	(1) Name			(2) Address		(3) Identily	ng number	Category 1	Category 2	Constructive owner
F1 Name ar	nd addres	s of foreign partners	hip					2(a) EIN (if ar	ny)	
CARLYLE	PARTN	ERS V CAYMAN	, L.P.					98-058	8263	
		E. NW, SUITE	220 SOUT	Н				2(b) Reference	ce ID number	(see instr.)
WASHING'	TON, D	C 20004						3 Country un	dor whose law	ve organizad
								1	uer whose lav	vs organized
4 Date of		5 Principal place	of 6 Princ	ipal business	7 Princin	al business	8a Funct	CJ ional currency	8b Exchan	ne rate
organiza	ation	business		ty code number	activity			OLLAR	(see ins	
07/17	7/2008	CJ	5	523900	FINANCI			, O E E I I I I		
G Provide	the follow	ing information for	the foreign part	nership's tax year:						
		nd identifying numb	er of agent (if ar	ny) in the	2 Check	if the foreign	partnership	must file:		
United S					F	orm 1042	For	m 8804	X Form 106	55 or 1065-B
THE CARLYLE 1001 PENN.					Service	e Center whe	re Form 10	65 or 1065-B is	filed:	
WASHINGTON,		4			OGD			30 0000 2 .0		
	nd addres ation, if an	s of foreign partner	ship's agent in c	ountry of	4 Name a	and address of the foreign	of person(s in partnersh) with custody only and the loca	f the books an ation of such b	id oooks
TC GROUP V	CAYMEN L	P			THE CARLYLE	cords, if differ GROUP	ziit			
1001 PENN.	AVE. NW				1001 PENN.	AVE. NW				
SUITE 220 S	SOUTH									
WASHINGTON,	, DC 2000	4			WASHINGTON	DC, DC 2000	4			
5 Were an	ny special	allocations made by	the foreign part	tnershin?				•	Yes	X No
		of Forms 8858, Inf	• • •	•						
		eturn (see instruction			-	-	Ü	,		
		ership classified und					PARTI	NERSHIP		
	-	ip own any separate		-	-		c)(3), (4), or			
	d)-1(b)(4)?	. , ,			J	`	7(-7, (-7, -	_	Yes	X No
		ship meet both of the							165	NO
		nip's total receipts for				(td))		Yes	X No
		he partnership's tot omplete Schedules l			ar was iess tha	an \$1 million.	J		169	NO
Sign Here	Under pe	enalties of perjury, I de	eclare that I have	examined this return						
Only If You Are Filing		ef, it is true, correct, and on of which preparer h			(other than gen	eral partner or li	mited liability	company member	r) is based on al	I
This Form Separately and Not With			, ,							
Your Tax Return.	Signa	ature of general partne	er or limited liability	company member			Date			
	Print/Type	preparer's name		Preparer's signa	ature		Date	Check	if PTIN	
Paid								self-emp	loyed	
Preparer	Firm's nan	ne >		1				Firm's El		
Use Only	Firm's add							Phone n		
		•						I none iii	. .	

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Page 2

So	hedule A		nership of Partnership Intername, address, and U.S. tax ructively own. See instruction					e filer. If y ne person	/ou (s) v	check whose
	N	a X Owns a direct	Address	b [Owns a cons			Check if foreign person	d	neck if lirect artner
-	:hedule A-1	Cortain Partners o	f Foreign Partnership (see ir	petruction	ie)					
		ame	Address	isti uctioi	•	ng number	(if any)		fo	neck if preign erson
	es the partners	Affiliation Schedu	eign person as a direct partner? le. List all partnerships (foreidirectly owns a 10% interest.		nestic) in which			Yes partnersh	ip o	No wns a
Name			Address		EIN (if any	')		al ordinary ome or loss	for	neck if reign nership
Сац	1a Gross re b Less re 2 Cost of	eceipts or sales turns and allowances goods sold	income and expenses on lines for the second	1a through		1c 2 3	ctions fo	or more info	orma	ition.
Income	4 Ordinary 5 Net farm 6 Net gain	y income (loss) from o n profit (loss) (attach S n (loss) from Form 479	ther partnerships, estates, and tr Schedule F (Form 1040)) 97, Part II, line 17 (attach Form 4 atement)	rusts (attach 797)	n statement) *	4 5 6 7				
(see instructions for limitations)	9 Salaries 10 Guarant 11 Repairs 12 Bad det 13 Rent 14 Taxes a 15 Interest 16a Depreci	s and wages (other that teed payments to partr and maintenance ots and licenses	n to partners) (less employment ers. ch Form 4562)	credits)		8 9 10 11 12 13 14 15				
Deductions (se	17 Depletion 18 Retirem 19 Employ 20 Other d	on (Do not deduct oil a nent plans, etc. ee benefit programs eductions (attach state	sewhere on return 16b nd gas depletion.) ement)			16c 17 18 19 20				
			ounts shown in the far right column			21				

Schedule D Capital Gains and Losses (Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
4						
2	Enter short-term gain or (loss), if any, from S	Schedule D-1 (For	m 1065), line 2		2	
3	Short-term capital gain from installment sale	s from Form 625	52, line 26 or 37		3	
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824		4	
•						
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					
6	Net short-term capital gain or (loss). Co					
_	Form 8865, Schedule K, line 8 or 11		-			
Pa	Long-Term Capital Gains and Loss	ses - Assets He	eld More Than (One Year		
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
7						
8	Enter long-term gain or (loss), if any, from S	chedule D-1 (Forr	n 1065), line 8 <u>.</u>		8	
9	Long-term capital gain from installment sales	s from Form 625	2, line 26 or 37		9	
10	Long-term capital gain (loss) from like-kind e	exchanges from F	orm 8824		10	
11	Partnership's share of net long-term capitagains (losses), from other partnerships, estate					
12						
13	Net long-term capital gain or (loss). Com Form 8865, Schedule K, line 9a or 11		•	` '		

2679BD D15X V 11-6 Form 8865 (2011) Page **4**

	lule K	Partners' Distributive Share Items		Total amount	r age -
Scried			1	Total amount	
	1	Ordinary business income (loss) (page 2, line 22)	2		
	2	Net rental real estate income (loss) (attach Form 8825)			
		Other gross rental income (loss). 3a			
	b	Expenses from other rental activities (attach statement) 3b			
	С	Other net rental income (loss). Subtract line 3b from line 3a	3с		
(s	4	Guaranteed payments	4		
so-	5	Interest income	5		
1) e	6	Dividends: a Ordinary dividends	6a		
Ē		b Qualified dividends 6b			
Income (Loss)	7	Royalties	7		
_	8	Net short-term capital gain (loss)	8		
	9 a	Net long-term capital gain (loss)	9a		
	b	Collectibles (28%) gain (loss)			
	С	Unrecaptured section 1250 gain (attach statement) 9c			
	10	Net section 1231 gain (loss) (attach Form 4797)	10		
	11	Other income (loss) (see instructions) Type ▶	11		
<u>v</u>	12	Section 179 deduction (attach Form 4562)	12		
Deductions	13 a	Contributions	13a		
nct	b	Investment interest expense	13b		
edı	С	Section 59(e)(2) expenditures: (1) Type \blacktriangleright (2) Amount \blacktriangleright	13c(2)		
Self- Employ- ment	d	Other deductions (see instructions) Type ▶	13d		
- oy-	14 a	Net earnings (loss) from self-employment	14a		
Self Emplo men	b	Gross farming or fishing income	14b		
SE	С	Gross nonfarm income	14c		
		Low-income housing credit (section 42(j)(5))	15a		
			15b		
dits		Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c		
Credits		Other rental real estate credits (see instructions) Type ▶	15d		
O		Other rental credits (see instructions) Type ▶	15e		
		Other credits (see instructions) Type ▶	15f		
		Name of country or U.S. possession ▶			
		·	16b		
2			16c		
ion		Foreign gross income sourced at partnership level			
act	А	Passive category ▶ e General category ▶ f Other (attach statement) ▶	16f		
ansactions	•	Deductions allocated and apportioned at partner level			
	а	Interest expense ▶ h Other	16h		
Foreign Tr	9	Deductions allocated and apportioned at partnership level to foreign source income			
rei	i	Passive category ▶ j General category ▶ k Other (attach statement) ▶	16k		
Fo	i	Total foreign taxes (check one): ► Paid Accrued	16I		
	m		16m		
	n	Other foreign tax information (attach statement)			
	17 a	Post-1986 depreciation adjustment	17a		
Alternative Minimum Tax (AMT) Items		Adjusted gain or loss	17b		
ati m Ite	c	Depletion (other than oil and gas)	17c		
ern m(d	Oil, gas, and geothermal properties - gross income	17d		
Alt	e	Oil, gas, and geothermal properties - deductions	17e		
2	f	Other AMT items (attach statement)	17f		
	18 a	Tax-exempt interest income	18a		
o	b	Other tax-exempt income	18b		
Other Information	c	Nondeductible expenses	18c		
n.		Distributions of cash and marketable securities	19a		
nfc	b	Distributions of other property	19b		
- l	20 a	Investment income	20a		
ţ	b	Investment expenses	20b		
0		Other items and amounts (attach statement).			

Form 8865 (2011) Page 5

Schedule L Balance Sheets per	Books. (Not require	d if Item G9, page 1, i	s answered "Yes.")	rage J
	Beginning	of tax year	End of	tax year
Assets	(a)	(b)	(c)	(d)
1 Cash				
2 a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7a Loans to partners				
b Mortgage and real estate loans				
8 Other investments (attach statement)				
9 a Buildings and other depreciable assets				
b Less accumulated depreciation				
10 a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12 a Intangible assets (amortizable only)				
b Less accumulated amortization				
13 Other assets (attach statement)				
14 Total assets				
Liabilities and Capital				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)				
18 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts				
22 Total liabilities and capital				

Form **8865** (2011)

Page 6

	1 0000 (2011)			1 age 0
Sc	hedule M Balance Sheets for Interest Allocation	on		
			(a) Beginning of tax year	(b) End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
	General category			
	Other (attach statement)			
	hedule M-1 Reconciliation of Income (Loss) pe	r Books With Ir	ncome (Loss) per Return. (Not required if Item G9, page
	1, is answered "Yes.")		, ,,	
		6 Inco	me recorded on books this	
1	Net income (loss) per books	year	not included on Schedule K,	
2	Income included on Schedule K.		s 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,		exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7 Ded	uctions included on Schedule	
3	Guaranteed payments (other		nes 1 through 13d, and 16l not	
	than health insurance)	-	ged against book income this	
4	Expenses recorded on books		(itemize):	
	this year not included on	a Dep	reciation \$	
	Schedule K, lines 1 through			
	13d, and 16I (itemize):			
а	Depreciation \$			
	Travel and entertainment \$	8 Add	lines 6 and 7	
	· · · · · · · · · · · · · · · · · · ·		me (loss). Subtract line 8	
5	Add lines 1 through 4		n line 5	
	hedule M-2 Analysis of Partners' Capital Account	nts. (Not require	d if Item G9. page 1. is ans	wered "Yes.")
1	Balance at beginning of year		ributions: a Cash	,
2	Capital contributed:		b Property	
_	a Cash	7 Othe	er decreases (itemize):	
	b Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
•			lines 6 and 7	
			ance at end of year. Subtract	
5	Add lines 1 through 4		8 from line 5	

Form 8865 (2011) Page **7**

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

		-	(b) Any domestic	(c) Any other foreign	(d) Any U.S. person with a
	Transactions of foreign partnership	(a) U.S. person filing this return	corporation or partnership controlling or controlled by the U.S. person filing this return	corporation or partnership controlling or controlled by the U.S. person filing this return	10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
	Interest received				
	Other				
9	Add lines 1 through 8				
	Purchases of inventory				
11	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				
_					

Form **8865** (2011)

SCHEDULE O (Form 8865) Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

Name of transferor

Filer's identifying number

CASEY FAMILY PROGRAMS 91-0793881

Name of foreign partnership

CARLYLE PARTNERS V CAYMAN, L.P.

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		325,198.				.116
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							
Supplemental In	formation Requ	ired To Be F	Reported (see insti	ructions):			
Part II Dis	positions Repor	table Under	Section 6038B				
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
			s schedule subject				Yes X No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2011

Form 8865

Return of U.S. Persons With Respect to **Certain Foreign Partnerships**

Attach to your tax return. See separate instructions.

OMB No. 1545-1668

Information furnished for the foreign partnership's tax year Department of the Treasury Attachment beginning 01/01/2011, and ending 12/31/2011 Internal Revenue Service Sequence No. 118 Filer's identifying number Name of person filing this return CASEY FAMILY PROGRAMS 91-0793881 Category of filer (see Categories of Filers in the instructions and check applicable box(es)): Filer's address (if you are not filing this form with your tax return) Χ 01/01/2011 12/31/2011 B Filer's tax year beginning and ending Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$ If filer is a member of a consolidated group but not the parent, enter the following information about the parent: Name Address Information about certain other partners (see instructions) (4) Check applicable box(es) (1) Name (2) Address (3) Identifying number Constructive Category 1 Category 2 owner F1 Name and address of foreign partnership 2(a) EIN (if any) THE RESOLUTE FUND II SIE LP 98-0587497 2(b) Reference ID number (see instr.) FIFTH AVE, 48TH FLOOR NEW YORK, NY 10153 3 Country under whose laws organized CJ 6 Principal business **8b** Exchange rate (see instr.) 4 Date of 5 Principal place of Principal business 8a Functional currency activity code number organization activity INVESTMENTS business USD 12/20/2007 CJ 523900 Provide the following information for the foreign partnership's tax year: 1 Name, address, and identifying number of agent (if any) in the 2 Check if the foreign partnership must file: United States Form 1042 Form 8804 Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed: 3 Name and address of foreign partnership's agent in country of 4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different organization, if any CITI PRIVATE EQUITY SERVICES INC 245 FIFTH AVE, 16TH FLOOR NEW YORK, NY 10016 Χ 5 Were any special allocations made by the foreign partnership? 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) ▶ PARTNERSHIP 7 How is this partnership classified under the law of the country in which it is organized? Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 9 Does this partnership meet both of the following requirements? • The partnership's total receipts for the tax year were less than \$250,000 and Χ The value of the partnership's total assets at the end of the tax year was less than \$1 million. If "Yes," **do not** complete Schedules L, M-1, and M-2. Sign Here Only If You Are Filing This Form Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge. and Not With Your Tax Signature of general partner or limited liability company member Date PTIN Print/Type preparer's name Preparer's signature Date Check **Paid** self-employed **Preparer** Firm's name Firm's EIN **Use Only** Firm's address Phone no.

So	chedule A	Constructive Own box b, enter the interest you const	nership of Partnership Ir name, address, and U.S. ructively own. See instruc interest	nterest. Che taxpayer ide tions.	ck the boxes the entifying number X Owns a cons	nat apply er (if any)	to the filer. It of the person	f you check on(s) whose
	N	lame				mber (if any)	Check if direct	
	TTACHMENT	1					person	partner
So		Certain Partners o	f Foreign Partnership (Se	e instructio	,	ng number (if any)	Check if foreign person
	es the partner	Affiliation Schedu	reign person as a direct partnerships (for directly owns a 10% interesting the contract of the	oreign or do	mestic) in which			No ship owns a
	N	lame	Address		EIN (if any)	Total ordinar income or los	
	1a Gross r b Less re Cost of Gross p Ordinar Net fare	eceipts or sales turns and allowances goods sold profit. Subtract line 2 fr y income (loss) from o m profit (loss) (attach s n (loss) from Form 479		1a 1b nd trusts (atta	ch statement) *	1 c 2 3 4 5 6 7	tions for more i	nformation.
Deductions (see instructions for limitations)	9 Salarie 10 Guaran 11 Repairs 12 Bad de 13 Rent 14 Taxes a 15 Interes 16a Deprec b Less de 17 Depleti 18 Retiren 19 Employ	s and wages (other that teed payments to partress and maintenance buts and licenses in the partress of the par	lines 3 through 7 an to partners) (less employmers. ch Form 4562). sewhere on return and gas depletion.)	ent credits)		8 9 10 11 12 13 14 15 16c 17 18 19 20		
			ounts shown in the far right colu		-	21		

Form **8865** (2011)

Sc	hedule D Capital Gains and Losses (Us	se Schedule D	-1 (Form 1065)	to list additiona	I transactions	for	lines 1 and 7)
Pa	Ttl Short-Term Capital Gains and Loss	ses - Assets He	eld One Year or	Less			
	(a) Description of property (Example: 100 shares of "Z" Co.)	(Example: 100 shares (month day year) (month day year) (see instructions			(e) Cost or other (see instruction		(f) Gain or (loss) Subtract (e) from (d)
1							
2	Enter short-term gain or (loss), if any, from S	Schedule D-1 (For	m 1065), line 2			2	
3	Short-term capital gain from installment sale	s from Form 625	2, line 26 or 37			3	
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824			4	
5	Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts						
6	Net short-term capital gain or (loss). Cor Form 8865, Schedule K, line 8 or 11	mbine lines 1 th	nrough 5 in col	lumn (f). Enter h	ere and on	6	
Pa	rt II Long-Term Capital Gains and Loss						
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other (see instruction		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from Se	chedule D-1 (Forr	m 1065), line 8			8	
9							
10	Long-term capital gain (loss) from like-kind e					10	
11	Partnership's share of net long-term capita						
	gains (losses), from other partnerships, estate					11	
12	Capital gain distributions					12	

Form **8865** (2011)

13

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 Form 8865 (2011) Page **4**

Sched	lule K	Partners' Distributive Share Items		Total amount	1 age 4
Scried			4	Total alliount	
	1	Ordinary business income (loss) (page 2, line 22)	1		
	2	Net rental real estate income (loss) (attach Form 8825)	2		
ncome (Loss)	3 a	Other gross rental income (loss) 3a			
	b	Expenses from other rental activities (attach statement) 3b			
	С	Other net rental income (loss). Subtract line 3b from line 3a	3с		
	4	Guaranteed payments	4		
	5	Interest income	5		
	6	Dividends: a Ordinary dividends	6a		
Ĕ		b Qualified dividends 6b			
5	7	Royalties	7		
-	8	Net short-term capital gain (loss)	8		
	9 a	Net long-term capital gain (loss)	9a		
	b	Collectibles (28%) gain (loss)			
	С	Unrecaptured section 1250 gain (attach statement) 9c			
	10	Net section 1231 gain (loss) (attach Form 4797)	10		
	11	Other income (loss) (see instructions) Type ▶	11		
		Section 170 deduction (attach Form 4562)	12		
suc		Contributions	13a		
ij		Investment interest expense	13b		
ър		Section 59(e)(2) expenditures: (1) Type ▶(2) Amount ▶			
Deductions	4	Other deductions (see instructions) Type >	13d(2)		
		, , , , ,			
Self- Employ- ment	14 a		14a		
	D		14b		
ш			14c		
Credits			15a		
			15b		
pə.			15c		
ō		Other rental real estate credits (see instructions) Type Other rental real estate credits (see instructions) Type	15d		
			15e		
		Other credits (see instructions) Type ▶	15f		
		Name of country or U.S. possession ▶	4.01-		
			16b		
ou		,	16c		
ij		Foreign gross income sourced at partnership level	400		
ansactions	d	0; ======= ,,,, ======== ,,,,	16f		
		Deductions allocated and apportioned at partner level	4.01-		
E	g		16h		
Foreign Tr		Deductions allocated and apportioned at partnership level to foreign source income	4.01-		
Ē			16k		
			16I		
	n	Other foreign tax information (attach statement)	16m		
	17 a		17a		
ns le		Post-1986 depreciation adjustment	17b		
ati, Iter	C	Adjusted gain or loss	17c		
ת בר בי בר	d	Depletion (other than oil and gas) Oil, gas, and geothermal properties - gross income	17d		
N in Ite	e	Oil, gas, and geothermal properties - deductions	17a		
Alternative Minimum Tax (AMT) Items	f	Other AMT items (attach statement)	17f		
			18a		
5	b	Tax-exempt interest income Other tax-exempt income	18b		
Other Information	C		18c		
		Nondeductible expenses Distributions of cash and marketable securities	19a		
	ı ya b	Distributions of other property	19b		
	20 a	Investment income	20a		
		Investment expenses	20b		
0		Other items and amounts (attach statement)			

Form 8865 (2011) Page 5

Schedule L Balance Sheets pe	r Books. (Not require	d if Item G9, page 1,	is answered "Yes.")	Page 3
	Beginning	of tax year	End of	tax year
Assets	(a)	(b)	(c)	(d)
Cash Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7a Loans to partners				
b Mortgage and real estate loans				
8 Other investments (attach statement)				
9 a Buildings and other depreciable assets				
b Less accumulated depreciation				
10 a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12 a Intangible assets (amortizable only)				
b Less accumulated amortization				
13 Other assets (attach statement)				
14 Total assets				
Liabilities and Capital				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)				
18 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts				
22 Total liabilities and capital				

Page 6 Form 8865 (2011)

Sc	hedule M Balance Sheets for Interest Allocation	n			
				(a) Beginning of tax year	(b) End of tax year
1	Total U.S. assets				
2	Total foreign assets:				
а	Passive category				
	General category				
	Other (attach statement)				
	hedule M-1 Reconciliation of Income (Loss) per 1, is answered "Yes.")	Books Wi	th In	come (Loss) per Return. (Not required if Item G9, page
	, ,	6	Inco	me recorded on books this	
1	Net income (loss) per books			not included on Schedule K,	
2	Income included on Schedule K.		•	1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	а		exempt interest \$	
	and 11 not recorded on books				
	this year (itemize):	7	 Dedi	ctions included on Schedule	
3	Guaranteed payments (other			es 1 through 13d, and 16l not	
	than health insurance)			ged against book income this	
4	Expenses recorded on books			(itemize):	
-	this year not included on	a	Den	reciation \$	
	Schedule K, lines 1 through	_			
	13d, and 16l (itemize):				
а	Depreciation \$				
	Travel and entertainment \$	8		lines 6 and 7	
~		9	Inco	me (loss). Subtract line 8	
5	Add lines 1 through 4			line 5	
	hedule M-2 Analysis of Partners' Capital Account				wered "Yes ")
1	Balance at beginning of year	6		ributions: a Cash	,
2	Capital contributed:		Disti	b Property	
2	a Cash	7	Otho	er decreases (itemize):	
		—			
2	b Property				
3	Net income (loss) per books				
4	Other increases (itemize):			lines 6 and 7	
				lines 6 and 7	
_	Add lines 1 through 1	9		nce at end of year. Subtract	
5	Add lines 1 through 4		ime	8 from line 5	

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Page **7**

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

			- I	- (-)	
	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
40	Dimehana of inventory				
	Purchases of inventory				
11	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
	Add lines 10 through 18				
	Amounts borrowed (enter the maximum loan balance during the year). See instructions Amounts loaned (enter the				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions.				

SCHEDULE O (Form 8865) Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

Name of transferor

Filer's identifying number

CASEY FAMILY PROGRAMS 91-0793881

Name of foreign partnership

THE RESOLUTE FUND II SIE LP

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		1,249,767.				.427
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							
	nformation Requ		eported (see instr	ructions):			
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2011

	SIE LP
SAMS	II
PROGRAM	FUND
FAMILY	RESOLUTE
CASEY	THE RE

FORM 8865, PAGE 2 DETAIL

91-0793881

ATTACHMENT 1

SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST

ADDRESS

NAME WCT HOLDINGS (CAYMAN)

CHECK IF: ID NUMBER FOR PERS DIR PINR

2679BD D15X

ATTACHMENT 1

Form 8865

Return of U.S. Persons With Respect to **Certain Foreign Partnerships**

Attach to your tax return. See separate instructions.

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2011, and ending 12/31/2011

Attachment Sequence No. 118

Filer's identifying number Name of person filing this return CASEY FAMILY PROGRAMS 91-0793881 Category of filer (see Categories of Filers in the instructions and check applicable box(es)): Filer's address (if you are not filing this form with your tax return) Χ 01/01/2011 12/31/2011 B Filer's tax year beginning and ending Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$ 3,664. If filer is a member of a consolidated group but not the parent, enter the following information about the parent: Name Address Information about certain other partners (see instructions) (4) Check applicable box(es) (1) Name (2) Address (3) Identifying number Constructive Category 1 Category 2 owner F1 Name and address of foreign partnership 2(a) EIN (if any) AXIOM ASIA PRIVATE CAPITAL FUND II LP 98-0629004 2(b) Reference ID number (see instr.) 4TH FLOOR CENTURY YARD CRICKET SQ., HUTCHINS DRIVE, PO BOX 2681G GEORGE TOWN, GRAND CAYMAN 3 Country under whose laws organized CJ CJ 6 Principal business **8b** Exchange rate (see instr.) 4 Date of 5 Principal place of Principal business 8a Functional currency activity code number organization activity INVESTMENTS business USD 07/29/2008 CJ 523900 Provide the following information for the foreign partnership's tax year: 1 Name, address, and identifying number of agent (if any) in the 2 Check if the foreign partnership must file: United States Form 1042 Form 8804 X Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed: OGDEN 3 Name and address of foreign partnership's agent in country of 4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different organization, if any AXIOM ASIA PRIVATE CAPITAL FUND II LP CITI FUND SERVICES (ASIA), LIMITED C/O CODAN SERVICES, 4TH FLOOR, HUTCHINS DRIVE 10/F TWO HARBOUR FRONT, 22 TAK FUND STREET GEORGE TOWN, GRAND CAYMANS HUNGHOM, HONG KONG Χ 5 Were any special allocations made by the foreign partnership? 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) 7 How is this partnership classified under the law of the country in which it is organized? EXEMPTED COMPANY \blacktriangleright Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or Does this partnership meet **both** of the following requirements? • The partnership's total receipts for the tax year were less than \$250,000 and Χ The value of the partnership's total assets at the end of the tax year was less than \$1 million. If "Yes," **do not** complete Schedules L, M-1, and M-2. Sign Here Only If You Are Filing This Form Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge. Separately and Not With Your Tax Signature of general partner or limited liability company member Date PTIN Print/Type preparer's name Preparer's signature Date Check **Paid** self-employed **Preparer** Firm's name Firm's EIN **Use Only** Firm's address Phone no.

010

So	hedule A	Constructive Own box b, enter the interest you const	nership of Partnership name, address, and U.S ructively own. See instru	Interest. Che c. taxpayer ide actions.	ck the boxes the ntifying number	at apply t er (if any)	o the f of the	iler. If y person	/ou (s) v	check vhose
					b Owns a constructive interest					
Name			Address Identifying			Identifying number (if any)		foreign dire		eck if irect artner
So	hedule A-	Certain Partners o	f Foreign Partnership (s	ee instructio	ns)				_	
		Name	Address		Identifyir	ng number (if	f any)		foi	neck if reign erson
Do	es the partn	ership have any other for	reign person as a direct part	ner?			. X	Yes		No
Sc	hedule A-2		le. List all partnerships ((foreign or do	mestic) in whic	h the fore	eign pa	rtnershi	р о	wns a
		direct interest or in	directly owns a 10% inte	erest.			T-4-1		Ch	eck if
		Name	Address		EIN (if any)		ordinary e or loss	for	reign nership
A	TTACHMEN	T 1								
							 			
							+-			
							+			
	hedule B		t - Trade or Business Inc							
Cai	ution. Includ	e only trade or business	income and expenses on I	ines 1a through	n 22 below. See t	he instructi	ons for i	more info	orma	ition.
	1a Gross	receints or sales		1a						
				1b		1c				
	2 Cost	of goods sold				2				
Income			om line 1c			3 4				
lic			other partnerships, estates, Schedule F (Form 1040))			5				
	6 Net g	ain (loss) from Form 479	97, Part II, line 17 (attach Fo	orm 4797)		6				
	7 Other	income (loss) (attach sta	atement)			7				
	8 Total	incomo (loca). Cambina	lines 3 through 7			8				
			an to partners) (less employi			9				
_			ners			10				
ıtions)	11 Repa	irs and maintenance				11				
(see instructions for limitations)	12 Bad o	ebts				12				
ns for	13 Rent 14 Taxes	and licenses				13				
ructio	15 Intere	st				15				
e inst	16a Depre	eciation (if required, atta	ch Form 4562)	16a						
			sewhere on return			16c				
ions			and gas depletion.)			17			—	
Deductions						19				
Ded			ement)			20				
_	21 Total	aeductions. Add the amo	ounts shown in the far right co	olumn for lines 9 t	through 20	21				
	22 Ordin	ary business income (loss)	from trade or business activities	es. Subtract line 2	21 from line 8	22				

Schedule D Capital Gains and Losses (Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1						
2	Enter short-term gain or (loss), if any, from S	Schedule D-1 (For	m 1065), line 2		2	
3	Short-term capital gain from installment sale	s from Form 625	2, line 26 or 37		3	
4	Short-term capital gain (loss) from like-kind ex					
-						
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					
6	Net short-term capital gain or (loss). Cor Form 8865, Schedule K, line 8 or 11					
Pa	rt II Long-Term Capital Gains and Loss					
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
7						
8	Enter long-term gain or (loss), if any, from S	chedule D-1 (Forr	m 1065), line 8		8	
9	Long-term capital gain from installment sales	s from Form 625	2, line 26 or 37		9	
10	Long-term capital gain (loss) from like-kind e	exchanges from F	orm 8824		10	
11	Partnership's share of net long-term capitagains (losses), from other partnerships, estate					
12	Capital gain distributions				12	
13	Net long-term capital gain or (loss). Com Form 8865, Schedule K, line 9a or 11		•	* *		

Form **8865** (2011)

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	lule K	Partners' Distributive Share Items		Total amount	r age -
Scried			1	Total amount	
	1	Ordinary business income (loss) (page 2, line 22)	2		
	2	Net rental real estate income (loss) (attach Form 8825)			
<u>-</u>		Other gross rental income (loss). 3a			
	b	Expenses from other rental activities (attach statement) 3b			
	С	Other net rental income (loss). Subtract line 3b from line 3a	3с		
(s	4	Guaranteed payments	4		
so-	5	Interest income	5		
1) e	6	Dividends: a Ordinary dividends	6a		
Ē		b Qualified dividends 6b			
Income (Loss)	7	Royalties	7		
_	8	Net short-term capital gain (loss)	8		
	9 a	Net long-term capital gain (loss)	9a		
	b	Collectibles (28%) gain (loss)			
	С	Unrecaptured section 1250 gain (attach statement) 9c			
	10	Net section 1231 gain (loss) (attach Form 4797)	10		
	11	Other income (loss) (see instructions) Type ▶	11		
<u>v</u>	12	Section 179 deduction (attach Form 4562)	12		
ion	13 a	Contributions	13a		
nct	b	Investment interest expense	13b		
Deductions	С	Section 59(e)(2) expenditures: (1) Type \blacktriangleright (2) Amount \blacktriangleright	13c(2)		
_	d	Other deductions (see instructions) Type ▶	13d		
- 9 t	14 a	Net earnings (loss) from self-employment	14a		
Self- Employ- ment	b	Gross farming or fishing income	14b		
	С	Gross nonfarm income	14c		
		Low-income housing credit (section 42(j)(5))	15a		
			15b		
dits		Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c		
Credits		Other rental real estate credits (see instructions) Type ▶	15d		
O		Other rental credits (see instructions) Type ▶	15e		
		Other credits (see instructions) Type ▶	15f		
		Name of country or U.S. possession ▶			
		·	16b		
2			16c		
ion		Foreign gross income sourced at partnership level			
act	А	Passive category ▶ e General category ▶ f Other (attach statement) ▶	16f		
ansactions	•	Deductions allocated and apportioned at partner level			
	а	Interest expense ▶ h Other	16h		
Foreign Tr	9	Deductions allocated and apportioned at partnership level to foreign source income			
rei	i	Passive category ▶ j General category ▶ k Other (attach statement) ▶	16k		
Fo	i	Total foreign taxes (check one): ► Paid Accrued	16I		
	m		16m		
	n	Other foreign tax information (attach statement)			
	17 a	Post-1986 depreciation adjustment	17a		
Alternative Minimum Tax (AMT) Items		Adjusted gain or loss	17b		
ati m Ite	c	Depletion (other than oil and gas)	17c		
ern m(d	Oil, gas, and geothermal properties - gross income	17d		
Alt	e	Oil, gas, and geothermal properties - deductions	17e		
2	f	Other AMT items (attach statement)	17f		
	18 a	Tax-exempt interest income	18a		
o	b	Other tax-exempt income	18b		
Other Information	c	Nondeductible expenses	18c		
		Distributions of cash and marketable securities	19a		
	b	Distributions of other property	19b		
	20 a	Investment income	20a		
	b	Investment expenses	20b		
0		Other items and amounts (attach statement).			

Form 8865 (2011) Page 5

Schedule L Balance Sheets pe	r Books. (Not require	d if Item G9, page 1,	is answered "Yes.")	Page 3
	Beginning	of tax year	End of	tax year
Assets	(a)	(b)	(c)	(d)
Cash Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7a Loans to partners				
b Mortgage and real estate loans				
8 Other investments (attach statement)				
9 a Buildings and other depreciable assets				
b Less accumulated depreciation				
10 a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12 a Intangible assets (amortizable only)				
b Less accumulated amortization				
13 Other assets (attach statement)				
14 Total assets				
Liabilities and Capital				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)				
18 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts				
22 Total liabilities and capital				

98-0629004

Page 6 Form 8865 (2011)

Sch	nedule M Balance Sheets for Interest Al	location		
			(a) Beginning of tax year	(b) End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
	General category			
	Other (attach statement)			
	nedule M-1 Reconciliation of Income (Los 1, is answered "Yes.")	ss) per Books With Ir	ncome (Loss) per Return. (Not required if Item G9, page
		6 Inco	me recorded on books this	
1	Net income (loss) per books	year	not included on Schedule K,	
2	Income included on Schedule K,	lines	s 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a Tax-	-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7 Dedu	uctions included on Schedule	
3	Guaranteed payments (other	K, lir	nes 1 through 13d, and 16l not	
	than health insurance)	char	ged against book income this	
4	Expenses recorded on books	year	(itemize):	
	this year not included on	a Dep	reciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
а	Depreciation \$			
	Travel and entertainment \$	8 Add	lines 6 and 7	
	. – – –		me (loss). Subtract line 8	
5	Add lines 1 through 4		n line 5	
	nedule M-2 Analysis of Partners' Capital A	accounts. (Not require	d if Item G9, page 1, is ans	wered "Yes.")
1	Balance at beginning of year	6 Dist	ributions: a Cash	·
2	Capital contributed:		b Property	
	a Cash	7 Oth	er decreases (itemize):	
	b Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
-	·		lines 6 and 7	
			ance at end of year. Subtract	
5	Add lines 1 through 4		8 from line 5	

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Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

_					
	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
40	Durchages of inventory				
	Purchases of inventory Purchases of tangible property				
12	other than inventory Purchases of property rights				
	(patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
	Rents, royalties, and license fees paid				
	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				
					•

SCHEDULE O (Form 8865) Department of the Treasury

CASEY FAMILY PROGRAMS

Transfer of Property to a Foreign Partnership

(under section 6038B)

OMB No. 1545-1668

Filer's identifying number

91-0793881

Internal Revenue Service Name of transferor

► Attach to Form 8865. See Instructions for Form 8865.

Name of foreign partnership AXIOM ASIA PRIVATE CAPITAL FUND II LP Part I **Transfers Reportable Under Section 6038B** (c) Fair market (b) (e) (g) (a) Date of (d) (f) Type of Number of Section 704(c) Percentage interest Cost or other Gain recognized on transfer property items value on date allocation in partnership after transfer basis transferred of transfer method transfer Cash VAR 1,815,000. 1.039 Marketable securities Inventory Tangible property used in trade or business Intangible property Other property Supplemental Information Required To Be Reported (see instructions): Part II **Dispositions Reportable Under Section 6038B** (b) Date of (f) Depreciation (e) Gain (h) (c) (d) (g) Depreciation Date of Manner of recapture recognized Gain allocated Type of recognized by recapture allocated original property disposition disposition to partner transfer partnership to partner by partnership

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

section 904(f)(5)(F)?

Schedule O (Form 8865) 2011

Part III

Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or

FORM 8865, PAGE 2 DETAIL				
SCHEDULE A-2 - AFFILIATION SCHEDULE			VORNTHOO IMPOR	Г С
NAME	ADDRESS	ID NUMBER	INCOME OR LOSS	PSHP
CID GREATER CHINA CAPITAL FUND III, L.P.	WALKER HOUSE, 87 MARY STREET GEORGE TOWN GRAND CAYMAN KY1-9001 CJ	FOREIGNUS		×
SONORA FUND LP	C/O ICG MANAGEMENT LIMITED P.O. BOX 715 LANDMARK SQ., 1ST FL GRAND CAYMAN KY1-1109 CJ	98-0649668		×
A2MGP LTD	CODAN TRUST COMPANY LTD CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111	98-0635173		×
CDH SHINE III LIMITED	PO BOX 173 KINGSTON CHAMBERS ROAD TOWN TORTOLA VI	98-0638337		×
IPV CAPITAL II, LP	CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111 CJ	FOREIGNUS		×

CASEY FAMILY PROGRAMS AXIOM ASIA PRIVATE CAPITAL FUND II LP

DETAIL	
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SCHEDULE A-2 - AFFILIATION SCHEDULE			TOTAL, ORDINARY	FOR STORY
NAME	ADDRESS	ID NUMBER	INCOME OR LOSS	PSHP
CARLYLE JAPAN INTERNATIONAL PARTNERS II LP	C/0 THE CARLYLE GROUP 1001 PENN. AVE., NW SUITE 220 SOUTH WASHINGTON	98-0504200		×
IPV CAPITAL LP	CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111 CJ	FOREIGNUS		×
CDH CHINA GROWTH CAPITAL FUND II, LP	C/O M&C CORPORATION SERVICES LTD UGLAND HOUSE P.O. BOX 309 SOUTH CHURCH STREET GEORGE TOWN CJ	FOREIGNUS		×
KKR CHINA GROWTH FUND L.P.	C/O KOLBERG KRAVIS ROBERTS & CO. 9 WEST 57TH STREET NEW YORK NY 10019	98-0692198		×
INDIA VALUE FUND IV, L.P.	ROCKLINES HOUSE (GROUND FLOOR) 9/2 MUSEUM ROAD BANGALORE-560 001 IN	FOREIGNUS		×

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE			E C C C C C C C C C C C C C C C C C C C	
NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	PSHP
NEW HORIZON CAPITAL III LP	C/O WALKERS SPV LIMITED WALKER HOUSE, 87 MARY STREET GEORGE TOWN GRAND CAYMAN KY1-9002 CJ	98-0649847		×
GSR VENTURES III, L.P.	SCOTIA CENTRE P.O. BOX 268 GRAND CAYMAN KY1-1104 CJ	42-1767000		×
MCPIII, LLP	3-2 MARUNOUCHI 2-CHOME CHIYODA-KU TOKYO JA	FOREIGNUS		×
CDH SHINE IV LIMITED	C/O MAPLES FINANCE BVI LIMITED PO BOX 173 KINGSTON CHAMBERS ROAD TOWN TORTOLA VI	98-0646750		×
CAPITAL TODAY CHINA GROWTH FUND II, L.P.	C/O CODAN SERVICES CRICKET SQ HUTCHINS DR PO BOX 2681 GEORGE TOWN GRAND CAYMAN KY1-1111	98-0667660		×

CASEY FAMILY PROGRAMS AXIOM ASIA PRIVATE CAPITAL FUND II LP

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SCHEDULE A-2 - AFFILIATION SCHEDULE			TOTAI, ORDINARY	F S S
NAME	ADDRESS	ID NUMBER	INCOME OR LOSS	PSHP
ARCHER CAPITAL FUND 5	SUITE7, PIER 2/3 13 HICKSON ROAD DAWES POINT NSW 2000 AS	FOREIGNUS		×
CPECHINA FUND, L.P.	UNIT 606, 6/F, ONE PACIFIC PLACE 88 QUEENSWAY, HONG KONG HK	98-0680832		×
DCM HYBRID RMB FUND, L.P.	2420 SAND HILL ROAD, SUITE 200 MENLO PARK	98-0701963		×
GSR VENTURES IV, L.P.	SCOTIA CENTRE, P.O. BOX 268 GRAND CAYMAN CJ KY1-1104 CJ	98-1008540		×
HELION VENTURE PARTNERS II, LLC	C/O CIM FUND SERVICES 3RD FLOOR, ROGER HOUSE 5 PRESIDENT JOHN KENNEDY STREET PORT LOUIS MP	98-0577560		×

FORM 8865, PAGE 2 DETAIL

91-0793881	(CONT'D)	
	\vdash	
	ATTACHMENT	

SCHEDULE A-2 - AFFILIATION SCHEDULE			VARNITAGO TAMOR	Į O
NAME	ADDRESS	ID NUMBER	INCOME OR LOSS	PSHP
INDOUS VENTURE PARTNERS II, LLC	C/O INT'L FINANCIAL SERVICES LTD IFS COURT, TWENTY EIGHT CYBERCITY, EBENE MAURITIUS MP	98-1019616		×
MULBERRY ASIA FUND II LP	C/O M&C CORPORATE SERVICES LIMITED PO BOX 309 UGLAND HOUSE S CHURCH ST GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS CJ	98-0558874		×
NEWQUEST ASIA FUND I, LP	C/O WALKERS CORPORATE SERVICES LTD WALKER HOUSE, 87 MARY STREET GEORGE TOWN, GRAND CAYMAN, KY1-9005 CJ	98-0694353		×
VI (VIETNAM INVESTMENTS) FUND II, L.P.	MAPLES CORPORATION SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, KY1-1104	98-1041940		×
CJIP II LIMITED, L.P.	C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW STE 200 S WASHINGTON	98-0692541		×

DETAIL	
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PAGE	
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FORM	

SCHEDULE A-2 - AFFILIATION SCHEDULE				(
NAME	ADDRESS	ID NUMBER	IOTAL ORDINARY INCOME OR LOSS	PSHP
QUADRANT PRIVATE EQUITY NO. 3, L.P.	LEVEL 30, DEUTSCHE BANK PLACE 126 PHILLIP STREET SYDNEY NSW 2000 AUSTRALIA	FOREIGNUS		×
CHINA SPECIAL OPPORTUNITIES FUND III, L.P.	46/F, FAR EAST FINANCE CENTRE 16 HARCOURT ROAD ADMIRALTY, HONG KONG HK	98-0683867		×

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ATTACHMENT 1

Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. See separate instructions.

OMB No. 1545-1668

Department of the Treasury

Information furnished for the foreign partnership's tax year

Attachment

internal Rever	lue Service	begiiiiiii	ig OI/OI	/2011, and	rending 12	/31/2011			Sequence No.	118
Name of pers	son filing this	return			Fi	iler's identifyi	ng number			
CASEY F	'AMILY	PROGRAMS					-079388			
Filer's addres	ss (if you are	e not filing this form with your	tax return)	1 .	_ ` r	<u> </u>		uctions and checl	k applicable box((es)):
				1	2	3	21	4	10/01/	10011
				B Filer's tax	year beginning	01/01	/2011	, and ending.	12/31/	2011
C Filorio o	hara of lia	hilitiaa: Nanraaauraa ¢		Qualified	nonrocource f	inanaina ¢		Other ¢		
		bilities: Nonrecourse \$	4,294,02		nonrecourse f		out the perci	Other \$		
	If filer is a member of a consolidated group but not the parent, enter the following information about the parent: Name Address EIN									
	<u> </u>					•				
71441000	,									
E Informati	tion about	certain other partners (se	e instructions	s)						
(1) Name (2) Address								(4) Che	eck applicable bo	ox(es)
(1) Name (2)			2) Address		(3) Identifyi	ng number	Category 1	Category 2	Constructive	
F1 Name a	ind address	s of foreign partnership						2(a) EIN (if a		
		REAL ESTATE FUNI	•					98-061		, , ,
		6, 89 NEXUS WAY	CAMANA	BAY				2(b) Referen	ce ID number ((see instr.)
	AYMAN,	KY1-1205						3 Country un	dor whose low	o organizad
CJ								CJ	uer whose law	vs organizeu
4 Date of		5 Principal place of	6 Principa	l business	7 Princip	al business	8a Functi		8b Exchan	ge rate
organiza	ation	businėss	activity of	code number	7 Principal business activity REAL ESTATE USD 8b Exchange rational currency (see instr.)					
01/16	5/2008	CJ	533	1390	INVES:					
G Provide	the followi	ing information for the fo	reign partner	ship's tax year:						
		nd identifying number of a	agent (if any)	in the	2 Check	if the foreign	partnership	must file:		
United S	States				F	orm 1042	Forr	m 8804	Form 106	5 or 1065-B
					Service	e Center whe	re Form 106	65 or 1065-B is	filed:	
	ınd addres: ation, if any	s of foreign partnership's	agent in cour	ntry of	4 Name a	and address of the foreign	of person(s) in partnersh	with custody o	f the books an ation of such b	d ooks
_	•	MAN) LIMITED			and red	cords, if differ TEES (CAYMAN	ent	1,,		
	,	NEXUS WAY CAMANA BAY				106, 89 NEX		ANA BAY		
GRAND CAYMA						AN, KY1-1205	OS WAI CAPI	ANA DAI		
CJ	,				CJ	,				
5 Were at	ny special	allocations made by the fo	oreian partne	rehin?					Yes	X No
		of Forms 8858, Informati		•				ntities.	163	110
		turn (see instructions)				-	-			
		rship classified under the					EXEME	PTED LIMIT	TED PARTN	ERSHIP
	-	p own any separate units		-	-		c)(3), (4), or			
1.1503((d)-1(b)(4)?							▶	Yes	X No
	•	ship meet both of the follo	• .		bac 000 03		,			
		ip's total receipts for the he partnership's total ass				an \$1 million.	}	\blacktriangleright	Yes	X No
		omplete Schedules L, M-1	·				,			
Sign Here Only If You Are Filing		enalties of perjury, I declare to f, it is true, correct, and com								
This Form Separately		on of which preparer has any			,	· 	,		,	
and Not With Your Tax	Signa	ture of general partner or lim	nited liability co	mpany memher			Date			
Return.		preparer's name		Preparer's signa	ature		Date	Check	if PTIN	
Paid		- P		3. 5. 5 619116			2410	self-emp	┛"┃	
Preparer	Firm's nam	ne >						Firm's E		
Use Only	Firm's add							Phone n		
		•						1 Hone II	. .	

	interest	ctive Ownersh enter the name you constructive yous a direct interest	ip of Partnership address, and U.S ely own. See instru	Interes 5. taxpa ictions.	st. Che iyer ide				ne filer. If y the person		check whose
	Name	viis a direct interesi	Address		D	Identifying nu			Check if foreign		heck if direct
A	TTACHMENT 1					.commy.ng na			person		artner
So	chedule A-1 Certain F	Partners of Fore	eign Partnership (S	see ins	tructio	ns)	a numbe	or (if on)			heck if
A	TTACHMENT 2		Addless			identifyii	ig numbe	er (II diriy)		erson
_		n Schedule. Lis	erson as a direct part at all partnerships (ly owns a 10% inte	(foreigr		mestic) in which			X Yes	ip o	No wns a
	Name		Address			EIN (if any)		otal ordinary come or loss	fo	neck if reign tnership
_											
	ution. Include only trade o	r business incom	·	lines 1a	through	n 22 below. See t	he instr	uctions	for more info	orma	ation.
Income	4 Ordinary income (lo 5 Net farm profit (los 6 Net gain (loss) fron	lowances act line 2 from line oss) from other p s) (attach Schedu n Form 4797, Pa		and trus	sts (attad	ch statement) *	1 c 2 3 4 5 6 7				
Deductions (see instructions for limitations)	9 Salaries and wages 10 Guaranteed payme 11 Repairs and mainte 12 Bad debts 13 Rent 14 Taxes and licenses 15 Interest 16a Depreciation (if req b Less depreciation r 17 Depletion (Do not o 18 Retirement plans, e 19 Employee benefit p	c (other than to pents to partners inance in	•	16a 16b	edits)		8 9 10 11 12 13 14 15 16c 17 18 19 20				
			hown in the far right co				21				

Darf I	Short Torm Capital Cains and Lassas	Acceta Hald One Veer or Lead

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1						
2	Enter short-term gain or (loss), if any, from	Schedule D-1 (For	m 1065), line 2		2	
3	Short-term capital gain from installment sale	es from Form 625	52, line 26 or 37		3	
4	Short-term capital gain (loss) from like-kind e	exchanges from Fo	orm 8824		4	
5	Partnership's share of net short-term of capital gains (losses), from other partnership					
6	Net short-term capital gain or (loss). Co	ombine lines 1 tl	hrough 5 in col	umn (f). Enter h	ere and on	
Pa	rt II Long-Term Capital Gains and Los	ses - Assets He	eld More Than C	One Year		
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
7						
8	Enter long-term gain or (loss), if any, from S	Schedule D-1 (Forr	m 1065), line 8 .		8	
8 9	Enter long-term gain or (loss), if any, from S		<u>-</u>			
		es from Form 625	2, line 26 or 37		9	

Form **8865** (2011)

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Capital gain distributions

Net long-term capital gain or (loss). Combine lines 7 through 12 in column (f). Enter here and on

Form 8865 (2011) Page **4**

	lule K	Partners' Distributive Share Items		Total amount	r age -
Scried			1	Total amount	
	1	Ordinary business income (loss) (page 2, line 22)	2		
	2	Net rental real estate income (loss) (attach Form 8825)			
		Other gross rental income (loss). 3a			
	b	Expenses from other rental activities (attach statement) 3b			
	С	Other net rental income (loss). Subtract line 3b from line 3a	3с		
(s	4	Guaranteed payments	4		
so-	5	Interest income	5		
1) e	6	Dividends: a Ordinary dividends	6a		
Ē		b Qualified dividends 6b			
Income (Loss)	7	Royalties	7		
_	8	Net short-term capital gain (loss)	8		
	9 a	Net long-term capital gain (loss)	9a		
	b	Collectibles (28%) gain (loss)			
	С	Unrecaptured section 1250 gain (attach statement) 9c			
	10	Net section 1231 gain (loss) (attach Form 4797)	10		
	11	Other income (loss) (see instructions) Type ▶	11		
<u>v</u>	12	Section 179 deduction (attach Form 4562)	12		
ion	13 a	Contributions	13a		
nct	b	Investment interest expense	13b		
Deductions	С	Section 59(e)(2) expenditures: (1) Type \blacktriangleright (2) Amount \blacktriangleright	13c(2)		
_	d	Other deductions (see instructions) Type ▶	13d		
- oy-	14 a	Net earnings (loss) from self-employment	14a		
Self- Employ- ment	b	Gross farming or fishing income	14b		
	С	Gross nonfarm income	14c		
Credits		Low-income housing credit (section 42(j)(5))	15a		
			15b		
		Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c		
cre		Other rental real estate credits (see instructions) Type ▶	15d		
O		Other rental credits (see instructions) Type ▶	15e		
		Other credits (see instructions) Type ▶	15f		
		Name of country or U.S. possession ▶			
		·	16b		
2			16c		
ion		Foreign gross income sourced at partnership level			
act	А	Passive category ▶ e General category ▶ f Other (attach statement) ▶	16f		
ansactions	•	Deductions allocated and apportioned at partner level			
	а	Interest expense ▶ h Other	16h		
Foreign Tr	9	Deductions allocated and apportioned at partnership level to foreign source income			
rei	i	Passive category ▶ j General category ▶ k Other (attach statement) ▶	16k		
Fo	i	Total foreign taxes (check one): ► Paid Accrued	16I		
	m		16m		
	n	Other foreign tax information (attach statement)			
	17 a	Post-1986 depreciation adjustment	17a		
Alternative Minimum Tax (AMT) Items		Adjusted gain or loss	17b		
ati m Ite	c	Depletion (other than oil and gas)	17c		
ern m(d	Oil, gas, and geothermal properties - gross income	17d		
Alt	e	Oil, gas, and geothermal properties - deductions	17e		
2	f	Other AMT items (attach statement)	17f		
	18 a	Tax-exempt interest income	18a		
o	b	Other tax-exempt income	18b		
Other Information	c	Nondeductible expenses	18c		
n.		Distributions of cash and marketable securities	19a		
nfc	b	Distributions of other property	19b		
- l	20 a	Investment income	20a		
ţ	b	Investment expenses	20b		
0		Other items and amounts (attach statement).			

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Schedule L Balance Sheets per B	<u> </u>		s answered "Yes.")	
	Beginning	of tax year	End of	tax year
Assets	(a)	(b)	(c)	(d)
1 Cash				
2 a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7a Loans to partners				
b Mortgage and real estate loans				
8 Other investments (attach statement)				
9 a Buildings and other depreciable assets				
b Less accumulated depreciation				
0 a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
2 a Intangible assets (amortizable only)				
b Less accumulated amortization				
3 Other assets (attach statement)				
4 Total assets				
Liabilities and Capital				
5 Accounts payable				
6 Mortgages, notes, bonds payable in less than 1 year				
7 Other current liabilities (attach statement)				
8 All nonrecourse loans				
9 Mortgages, notes, bonds payable in 1 year or more				
0 Other liabilities (attach statement)				
21 Partners' capital accounts				
22 Total liabilities and capital				

INVESCO ASIA REAL ESTATE FUND I, LP

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Sc	hedule M Balance Sheets for Interest Allocation	n			
				(a) Beginning of tax year	(b) End of tax year
1	Total U.S. assets				
2	Total foreign assets:				
а	Passive category				
	General category				
	Other (attach statement)				
	hedule M-1 Reconciliation of Income (Loss) per 1, is answered "Yes.")	Books Wi	th In	come (Loss) per Return. (Not required if Item G9, page
	, ,	6	Inco	me recorded on books this	
1	Net income (loss) per books			not included on Schedule K,	
2	Income included on Schedule K.		•	1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	а		exempt interest \$	
	and 11 not recorded on books				
	this year (itemize):	7	 Dedi	ctions included on Schedule	
3	Guaranteed payments (other			es 1 through 13d, and 16l not	
	than health insurance)			ged against book income this	
4	Expenses recorded on books			(itemize):	
-	this year not included on	a	Den	reciation \$	
	Schedule K, lines 1 through	_			
	13d, and 16l (itemize):				
а	Depreciation \$				
	Travel and entertainment \$	8		lines 6 and 7	
~		9	Inco	me (loss). Subtract line 8	
5	Add lines 1 through 4			line 5	
	hedule M-2 Analysis of Partners' Capital Account				wered "Yes ")
1	Balance at beginning of year	6		ributions: a Cash	,
2	Capital contributed:		Disti	b Property	
2	a Cash	7	Otho	er decreases (itemize):	
		—			
2	b Property				
3	Net income (loss) per books				
4	Other increases (itemize):			lines 6 and 7	
				lines 6 and 7	
_	Add lines 1 through 1	9		nce at end of year. Subtract	
5	Add lines 1 through 4		ime	8 from line 5	

1X1915 2.000 2679BD D15X V 11-6 010 Form 8865 (2011) Page **7**

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

		0 1	!	- (-)	
	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
	Sales of property rights (patents, trademarks, etc.)				
	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions.				

SCHEDULE O (Form 8865) Department of the Treasury

Transfer of Property to a Foreign Partnership

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

Internal Revenue Service
Name of transferor

Attach to Form 6003. See instructions for Form 60

Filer's identifying number 91-0793881

 $\frac{\texttt{CASEY} \;\; \texttt{FAMILY} \;\; \texttt{PROGRAMS}}{\texttt{Name of foreign partnership}}$

INVESCO ASIA REAL ESTATE FUND I, LP

Part I Tra	ansfers Reportal	ole Under Se	ection 6038B				
Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	08/31/2011		6,716,000.				13.200
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							
Supplemental I	nformation Requ	uired To Be	Reported (see inst	ructions):			
Part II Dis	spositions Repor	table Under	Section 6038B				
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
				to gain recognition			Yes X No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2011

ATTACHMENT 1

FORM 8865, PAGE 2 DETAIL

SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST

ADDRESS	ID I, LP P.O. BOX 31106	89 NEXUS WAY CAMANA BAY	GRAND CAYMAN, KY1-1205	FC	DO DO	OC
NAME	INVESCO ASIA REAL ESTATE FEEDER FUND I, LP					

ID NUMBER FOR PERS DIR PTNR 98-0612575 X X

CHECK IF:

CHECK IF: FOR PERS

ID NUMBER

43-0920919

ATTACHMENT 2

FORM 8865, PAGE 2 DETAIL

NAME	ADDRESS	
THE MISSOURI LOCAL AREA GOVENMENT	701 WEST MAIN STREET	
EMPLOIEES REIIKEMENI SISIEM	JEFFERSON CITY	MO 65102

Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. See separate instructions.

Attachment

Department of the Treasury Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2011 , and ending 12/31/2011

OMB No. 1545-1668

Internal Revenu	ue Service	beg	ginning 01/0	1/2011 , and	dending 12	/31/2011			Sequence No.	118
Name of perso	n filing this	return			Fi	ler's identifyi	ng number			
CASEY FA	AMILY	PROGRAMS				91	-079388	31		
Filer's address	(if you are	e not filing this form wit	h your tax return)	A Category	of filer (see Cate	egories of Filer		uctions and check	k applicable box	(es)):
						01/01	/2011		12/31/	/2011
				B Filer's tax	year beginning		./2011	, and ending .	12/31/	2011
C Filer's sh	are of lie	bilities: Nonrecours	2 2	Qualified	nonrecourse f	inanoina ¢		Other \$		
		er of a consolidated	•				out the pero			
Name	a membe	or a consolidated	group but not th	le parent, enter	EIN		out the pare	111.		
Address						'				
Addicas										
E Information	on about	certain other partne	ers (see instruction	ons)						
			(1000	,				(4) Che	eck applicable b	ox(es)
(1	1) Name			(2) Address	(3) Identifying number		Category 1	Category 2	Constructive	
								- caregory -		OWITE
F1 Name an	d addres	s of foreign partners	hip					2(a) EIN (if ar	ny)	
HELLMAN	AND F	RIEDMAN CAPI	TAL PARTNE	ERS VII LP				98-061	1116	
ONE MARI	TIME	PLAZA, 12TH	FLOOR					2(b) Reference	ce ID number	(see instr.)
SAN FRAN	CISCO	, CA 94111								
								3 Country un	der whose lav	vs organized
								CJ		
4 Date of organizat	tion	5 Principal place of business		pal business y code number	7 Princip activity FINA			ional currency	8b Exchan (see ins	
09/30/	/2008	CJ	5	23900	INVESTM			LLAR		
G Provide tl	he follow	ing information for	the foreign partn	ership's tax year:	:					
1 Name, ac	ddress, a	nd identifying numb	er of agent (if an	y) in the	2 Check	if the foreign	partnership	must file:		
United St	tates				F	orm 1042	For	m 8804	X Form 106	5 or 1065-B
					Service	e Center whe	re Form 106	- 35 or 1065-B is	filed:	
					EFI			50 01 1000 B 10	mou.	
3 Name an organizat		s of foreign partner	ship's agent in co	ountry of	records	s of the foreig	n partnersh	with custody only and the loca	f the books an ation of such b	d ooks
HELLMAN & FR	RIEDMAN	INVESTORS VII, L.	P.		GEORGIA LEE	cords, if different	#IIL			
C/O WALKERS	CORPORA	TE SERVICES, 87 M	ARY STREE		C/O HELLMAN	I & FRIEDMAN,	LLC			
, GRAND CAYN	MAN, KY1	-9005			ONE MARITIM	ME PLAZA, 12	TH FLOOR			
CJ					SAN FRANCIS	CO, CA 9411	L			
5 Were any	v special	allocations made by	the foreign parti	nership?				▶	X Yes	No
		of Forms 8858, Inf	• • •	•				ntities,		
attached	to this re	eturn (see instruction	s)							
		ership classified und					LIMIT	TED PARTNI	ERSHIP	
8 Did the p	artnershi	p own any separate	units within the	e meaning of Re	gulations secti	ion 1.1503-2(d	c)(3), (4), or			
1.1503(d)								▶	Yes	□ No
		ship meet both of the	0 1				,	•		
		iip's total receipts fo he partnership's tot				an \$1 million.	}		Yes	☐ No
		omplete Schedules I					<u> </u>			
Sign Here Only If You		enalties of perjury, I de ef, it is true, correct, a								
Are Filing This Form		on of which preparer h		aration of proparor	(outor than gon	oral partitor of in	mico nability	oompany mombol) lo baooa on all	'
Separately and Not With Your Tax		ture of general partne								
Return.			er or limited liability				Date			
Paid	Print/Type	preparer's name		Preparer's signa	ature		Date	Check	if PTIN	
Preparer								self-emp	loyed	
Hea Only	Firm's nan							Firm's E	IN ►	
OSE Offiny	Firm's add	ress >						Phone n	0.	
								1		

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010

So	hedu	le A Constructive Own box b, enter the interest you const	nership of Partnership I name, address, and U.S ructively own. See instru	Interest. Che . taxpayer ide ctions.	eck the boxes the entifying number	nat apply t er (if any)	o the	e filer. If y ne person	/ou (s) \	check whose
		a X Owns a direct	interest		Owns a cons					
		Name	Address		Identifying nu	mber (if any)		Check if foreign person	d	neck if irect artner
So	hedu	le A-1 Certain Partners o	f Foreign Partnership (S	ee instructio	ns)					
Name			Address	Identifying number (if any)				Check if foreign person		
		partnership have any other for						Yes		No
30	neau		le. List all partnerships (directly owns a 10% inte	rest.	, T	in the fore	∍ıgn p	partnersn		
		Name	Address		EIN (if any)		al ordinary ome or loss	for	ieck if reign nership
							+			
							1			
	hedu		t - Trade or Business Inc				<u> </u>		<u> </u>	
Cai	ition.	Include only trade or business	income and expenses on ii	ines Ta throug	n 22 below. See t	ine instruct	ons to	or more into	orma	ation.
		Gross receipts or sales		1a		4-				
		Less returns and allowances		1b		1 c 2				
ne	3	Cost of goods sold Gross profit. Subtract line 2 fr	om line 1c			3				
Income	4	Ordinary income (loss) from o	other partnerships, estates, a	and trusts (atta	ch statement) *	4				
드	5	Net farm profit (loss) (attach S	Schedule F (Form 1040))			5				
	6 7	Net gain (loss) from Form 479 Other income (loss) (attach sta	97, Part II, line 17 (attach Fo	orm 4797)		7				
	8	Total income (loss). Combine	lines 3 through 7			8				
	9	Salaries and wages (other that				9				
(S)	10	Guaranteed payments to partr	iers			10				
tation	11	Repairs and maintenance				11				
Ē	12 13	Bad debts				13				
ons fo	14	Rent Taxes and licenses				14				
ructi	15	Interest				15				
(see instructions for limitations)	16a	Depreciation (if required, attac								
		Less depreciation reported els	sewhere on return	16b		16c				
Suc	17	Depletion (Do not deduct oil a				17				
īčţ	18	Retirement plans, etc.				18				
Deductions	19 20	Employee benefit programs Other deductions (attach state				19 20				
	21	Total deductions. Add the amo				21				
	22	Ordinary business income (loss)	from trade or business activitie	es. Subtract line :	21 from line 8	22				

Capital Gains and Losses (Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7) Schedule D

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other (see instruction		(f) Gain or (loss) Subtract (e) from (d)
	Enter short-term gain or (loss), if any, from S	Schedule D-1 (For	m 1065), line 2 .			2	
	Short-term capital gain from installment sale	s from Form 625	52, line 26 or 37			3	
	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824			4	
	Partnership's share of net short-term ca capital gains (losses), from other partnerships					5	
	Net short-term capital gain or (loss). Co Form 8865, Schedule K, line 8 or 11					6	
ari	Long-Term Capital Gains and Loss	ses - Assets He	ld More Than (One Year			
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other (see instruction		(f) Gain or (loss) Subtract (e) from (d)
	Enter long-term gain or (loss), if any, from S	chedule D-1 (Forr	m 1065), line 8			8	
	Long-term capital gain from installment sale	s from Form 625	2, line 26 or 37			9	
	Long-term capital gain (loss) from like-kind e	exchanges from F	orm 8824			10	
Partnership's share of net long-term capital gain (loss), including specially allocated long-term capital gains (losses), from other partnerships, estates, and trusts						11	
	Capital gain distributions					12	
	Net long-term capital gain or (loss). Com Form 8865, Schedule K, line 9a or 11	ibine lines 7 thi	rough 12 in col	lumn (f). Enter h	ere and on	13	

Form **8865** (2011)

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	55 (2011)				Page 4
Sched	lule K	Partners' Distributive Share Items		Total amount	
	1	Ordinary business income (loss) (page 2, line 22)	1		
	2	Net rental real estate income (loss) (attach Form 8825)	2		
	3 a	Other gross rental income (loss) 3a			
	b	Expenses from other rental activities (attach statement) 3b			
		Other net rental income (loss). Subtract line 3b from line 3a	3с		
	C		4		
(89	4	Guaranteed payments			
Income (Loss)	5	Interest income	5		
е (6	Dividends: a Ordinary dividends	6a		
E		b Qualified dividends 6b			
nç	7	Royalties	7		
_	8	Net short-term capital gain (loss)	8		
	9 a	Net long-term capital gain (loss)	9a		
	b	Collectibles (28%) gain (loss)			
	С	Unrecaptured section 1250 gain (attach statement) gc			
	10	Net section 1231 gain (loss) (attach Form 4797)	10		
	11	Other income (loss) (see instructions) Type ▶	11		
		Section 179 deduction (attach Form 4562)	12		
Deductions	13 2		13a		
ctic			13b		
qn	b	Investment interest expense			
Dec	C	Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶			
		Other deductions (see instructions) Type ▶	13d		
ᆦᅘ	14 a	Net earnings (loss) from self-employment	14a		
Self- Employ- ment	b		14b		
	С	Gross nonfarm income	14c		
	15 a	Low-income housing credit (section 42(j)(5))	15a		
"			15b		
dits			15c		
Credits		Other rental real estate credits (see instructions) Type ▶	15d		
O			15e		
	f	Other credits (see instructions) Type ▶	15f		
	46-				
		Name of country or U.S. possession ►	16h		
"					
ons	С	,	16c		
ansactions	_	Foreign gross income sourced at partnership level	400		
ısa	d	0 ,	16f		
		Deductions allocated and apportioned at partner level			
n T	g	Interest expense ▶ h Other ▶	16h		
Foreign Tr		Deductions allocated and apportioned at partnership level to foreign source income			
ore			16k		
ш		Total foreign taxes (check one): ▶ Paid Accrued	16I		
	m	Reduction in taxes available for credit (attach statement)	16m		
	n	Other foreign tax information (attach statement)			
-	17 a	Post-1986 depreciation adjustment	17a		
ve Ta	b	Adjusted gain or loss	17b		
ati n Ite	c	Depletion (other than oil and gas)	17c		
mu T)	4	Oil, gas, and geothermal properties - gross income	17d		
Alternative Minimum Tax (AMT) Items		Oil, gas, and geothermal properties - deductions	17e		
` ≥`	f	Other AMT items (attach statement)	17f		
			171 18a		
Ē	ıoa	Tax-exempt interest income			
tio	b	Other tax-exempt income	18b		
ша	C	Nondeductible expenses	18c		
for	19 a	Distributions of cash and marketable securities	19a		
=	b	Distributions of other property	19b		
her	20 a	Investment income	20a		
Other Information		Investment expenses	20b		
-	С	Other items and amounts (attach statement)			

Form 8865 (2011) Page 5

Schedule L Balance Sheets per	Books. (Not require	d if Item G9, page 1, i	s answered "Yes.")	rage J	
	Beginning of tax year		End of tax year		
Assets	(a)	(b)	(c)	(d)	
1 Cash					
2 a Trade notes and accounts receivable					
b Less allowance for bad debts					
3 Inventories					
4 U.S. government obligations					
5 Tax-exempt securities					
6 Other current assets (attach statement)					
7a Loans to partners					
b Mortgage and real estate loans					
8 Other investments (attach statement)					
9 a Buildings and other depreciable assets					
b Less accumulated depreciation					
10 a Depletable assets					
b Less accumulated depletion					
11 Land (net of any amortization)					
12 a Intangible assets (amortizable only)					
b Less accumulated amortization					
13 Other assets (attach statement)					
14 Total assets					
Liabilities and Capital					
15 Accounts payable					
16 Mortgages, notes, bonds payable in less than 1 year					
17 Other current liabilities (attach statement)					
18 All nonrecourse loans					
19 Mortgages, notes, bonds payable in 1 year or more					
20 Other liabilities (attach statement)					
21 Partners' capital accounts					
22 Total liabilities and capital					

Page 6 Form 8865 (2011)

Sche	edule M Balance Sheets for Intere	st Allocation	
		(a) (b) Beginning of End of tax year tax year	
1 -	Total U.S. assets		
2	Total foreign assets:		
a l	Passive category		
b (General category		
	Other (attach statement)		
	edule M-1 Reconciliation of Income	e (Loss) per Books With Income (Loss) per Return. (Not required if Item G	39, page
	1, is answered "Yes.")		., .
		6 Income recorded on books this	
1 1	Net income (loss) per books	year not included on Schedule K,	
	Income included on Schedule K.	lines 1 through 11 (itemize):	
ı	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a Tax-exempt interest \$	
	and 11 not recorded on books		
	this year (itemize):	7 Deductions included on Schedule	
	Guaranteed payments (other	K, lines 1 through 13d, and 16l not	
	than health insurance)	charged against book income this	
	Expenses recorded on books	year (itemize):	
	this year not included on	a Depreciation \$	
	Schedule K, lines 1 through		
	13d, and 16l (itemize):		
	Depreciation \$		
	Travel and entertainment \$	8 Add lines 6 and 7	
b		9 Income (loss). Subtract line 8	
5	Add lines 1 through 4	from line 5	
		ital Accounts. (Not required if Item G9, page 1, is answered "Yes.")	
	Balance at beginning of year	6 Distributions: a Cash	
2 (Capital contributed:	b Property	
		7 Other decreases (itemize):	
	, ,		
	Net income (loss) per books		
4 (Other increases (itemize):		
-		8 Add lines 6 and 7	
_		9 Balance at end of year. Subtract	
5 /	Add lines 1 through 4	line 8 from line 5	

Form **8865** (2011)

1X1915 2.000 2679BD D15X V 11-6 010 Form 8865 (2011) Page 7

Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities Schedule N

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

				- (-)	
	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
	Interest paid				
	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

Form **8865** (2011)

2679BD D15X V 11-6 010

SCHEDULE 0 (Form 8865) Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership

(under section 6038B)

OMB No. 1545-1668

Name of transferor

► Attach to Form 8865. See Instructions for Form 8865.

Filer's identifying number 91-0793881

CASEY FAMILY PROGRAMS Name of foreign partnership

HELLMAN AND FRIEDMAN CAPITAL PARTNERS VII LP

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		1,288,368.				.163
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							
Supplemental in	formation Requ	ired To Be F	Reported (see instr	ructions):			
Part II Disp	oositions Repor	table Under	Section 6038B				
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2011

Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. See separate instructions.

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2011 , and ending 12/31/2011

Attachment

Internal Reve	nue Service	beg	ginning 01/01	L/2011 , and	lending 12	/31/2011			Sequence No.	118
Name of pers	son filing this	return			Fil	er's identifyiı	ng number			
CASEY F	FAMILY	PROGRAMS				91	-079388	31		
Filer's addres	ss (if you are	e not filing this form with	h your tax return)	A Category	of filer (see Cate	gories of Filer	s in the instr	uctions and chec	k applicable box	(es)):
				1	2	3	X	4		
				B Filesteten		01/01	/2011		12/31/	/2011
				B Filer's tax	year beginning	,	,	, and ending.		
C Filer's s	share of lia	bilities: Nonrecours		Oualified	nonrecourse fi	nancing \$		Other \$		
		er of a consolidated	-				out the pare			
	s a membe	or a consolidated	group but not the	e parent, enter	EIN		out the pare	111.		
Name					EIIV					
Address	S									
E Informa	ation about	certain other partne	ers (see instruction	ns)				1		
	(1) Name			(2) Address		(3) Identifyii	na numher	(4) Che	eck applicable b	
	(1) Italiio			(2) //(0000		(c) racinity	ng nambor	Category 1	Category 2	Constructive owner
F1 Name a	and addres	s of foreign partners	hip					2(a) EIN (if a	ny)	
SHIELD,	LP							98-100	9474	
		PLAZA, 12TH	FLOOR					2(b) Referen	ce ID number	(see instr.)
SAN FRA		•								,
	11.01000	, 011 31111						3 Country un	der whose lav	vs organized
								CA		70 0. ga <u>_</u>
4 Date of		5 Principal place of	of 6 Princip	al business	7 Principa	al business	8a Funct	ional currency	8b Exchan	ge rate
organiz		business	activity	code number	activity			•	(see ins	
06/05	1 /0011	C7		2000	FINA		05 L	OLLAR		
	1/2011	CA		23900	INVESTM	ENI AC				
		ing information for						. 61		
1 Name, United		nd identifying numb	er of agent (if any) in the	2 Check	f the foreign	partnership	_	1	
Office	Otates				F	orm 1042	For	m 8804 L	X Form 106	55 or 1065-B
					Service	Center whe	re Form 106	65 or 1065-B is	filed:	
					EFI	LE				
		s of foreign partner	ship's agent in co	untry of	4 Name a	ind address of	of person(s)) with custody only in and the location.	of the books an	d
organiz	ation, if any	У			and rec	ords, if different	n parmersi ent	iip, and the loc	ation of Such L	OUKS
SHIELD INV	ESTORS, L	P			GEORGIA LEE					
4500 BANKE	ERS HALL E	AST, 855-2ND ST S	W		C/O HELLMAN	AND FRIEDMA	AN LLC			
CALGARY, A	ALBERTA T2	P 4K7			ONE MARITIM	E PLAZA, 125	TH FLOOR			
CA					SAN FRANCIS	CO, CA 94111	L			
5 Were a	ny special	allocations made by	the foreign partn	orehin?	L			•	X Yes	No
		of Forms 8858, Inf	• • •	•						
		eturn (see instruction			•	ū	•			
		ership classified und						TED PARTNI		
	(d)-1(b)(4)?	ip own any separate		_	-	,				X
		ship meet both of the						▶	└── Yes	△ No
		nip's total receipts for			0.000 and)			77
• The	e value of t	he partnership's tot	al assets at the e			n \$1 million.	}	🕨	Yes	X No
	<u> </u>	omplete Schedules I	· · ·				,			
Sign Here Only If You		enalties of perjury, I de ef, it is true, correct, ar								
Are Filing This Form		on of which preparer h		or proparer	(Sanor alan yelle	parator of III	ou nability	company monde	., .o baooa on ai	•
Separately and Not With										
Your Tax Return.	Signa	ature of general partne	er or limited liability of	company member			Date			
	Print/Type	preparer's name		Preparer's signa	ture		Date	Check	if PTIN	
Paid								self-emp	loyed	
Preparer	Firm's nan	ne >		•				Firm's E	IN ►	
Use Only								Phone n		
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SHIELD, LP Form 8865 (2011)

Page 2

Name	So	chedule A	Constructive Own box b, enter the interest you const	nership of Partnership name, address, and U.S ructively own. See instru	Interest. Che i. taxpayer ide actions.	ck the boxes the entifying number	nat apply t er (if any)	o the	filer. If y	/ou (s) v	check vhose
Schedule A-1 Certain Partners of Foreign Partnership (see instructions) Name Address Identifying number (if any) Check foreign person as a direct partner? Address Identifying number (if any) Check foreign person as a direct partner? Person No Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns direct interest or indirectly owns a 10% interest. Name Address EIN Total ordinary foreign person as a direct partner? Name Address EIN Total ordinary foreign partnership owns direct interest or indirectly owns a 10% interest. Schedule B Income Statement - Trade or Business Income Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information be Less returns and allowances 1 to 1 to 2 Cost of goods sold 3 Cost of goods sold 2 Cost of goods sold 3 Cost			a X Owns a direct	interest							
Name Address Identifying number (if any) Check in foreign person Does the partnership have any other foreign person as a direct partner? Yes No Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns at 10% interest. Name Address EIN (if any) Total ordinary income or loss Check in foreign partnership owns at 10% interest. Schedule B Income Statement - Trade or Business Income Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information 1 a Gross receipts or sales b Less returns and allowances 2 Cost of goods sold 3 Gross profit. Subtract line 2 from line 1c 4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement), * 5 Net farm profit (loss) (attach Schedule F (Form 1040)). 6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797) 7 Other income (loss). Combine lines 3 through 7 9 Salaries and wages (other than to partners) (less employment credits) 9 Salaries and wages (other than to partners) (less employment credits) 10 Guaranteed payments to partners.		1	Name	Address		Identifying nu	mber (if any)		foreign	di	irect
Name Address Identifying number (if any) Check in foreign person Does the partnership have any other foreign person as a direct partner? Yes No Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns at 10% interest. Name Address EIN (if any) Total ordinary income or loss Check in foreign partnership owns at 10% interest. Schedule B Income Statement - Trade or Business Income Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information 1 a Gross receipts or sales b Less returns and allowances 2 Cost of goods sold 3 Gross profit. Subtract line 2 from line 1c 4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement), * 5 Net farm profit (loss) (attach Schedule F (Form 1040)). 6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797) 7 Other income (loss). Combine lines 3 through 7 9 Salaries and wages (other than to partners) (less employment credits) 9 Salaries and wages (other than to partners) (less employment credits) 10 Guaranteed payments to partners.	_										
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Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns direct interest or indirectly owns a 10% interest. Name	_										
direct interest or indirectly owns a 10% interest. Name											No
Name Address (if any) income or loss partnersh	So	chedule A-2		le. List all partnerships (directly owns a 10% inte	(foreign or do erest.	mestic) in whic	the fore	eign p	oartnershi	•	
Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information 1 a Gross receipts or sales b Less returns and allowances 2 Cost of goods sold 3 Gross profit. Subtract line 2 from line 1c 4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement) 5 Net farm profit (loss) (attach Schedule F (Form 1040)) 6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797) 7 Other income (loss) (attach statement) 8 Total income (loss). Combine lines 3 through 7. 9 Salaries and wages (other than to partners) (less employment credits) 10 Guaranteed payments to partners 10		1	Name	Address)			for	reign
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b Less returns and allowances 2 Cost of goods sold 3 Gross profit. Subtract line 2 from line 1c 4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement) 5 Net farm profit (loss) (attach Schedule F (Form 1040)) 6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797) 7 Other income (loss) (attach statement) 7 8 Total income (loss). Combine lines 3 through 7 9 Salaries and wages (other than to partners) (less employment credits) 10 Guaranteed payments to partners	Cal	ution. Include	only trade or business	income and expenses on i	lines ra unrougi	ii 22 below. See i	ine instructi	ions ic	Thore inc	Jilla	LIOII.
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6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797) 7 Other income (loss) (attach statement) 8 Total income (loss). Combine lines 3 through 7 9 Salaries and wages (other than to partners) (less employment credits) 10 Guaranteed payments to partners	드	5 Net far	m profit (loss) (attach S	Schedule F (Form 1040))			 				
8 Total income (loss). Combine lines 3 through 7		6 Net ga	in (loss) from Form 479	97, Part II, line 17 (attach Fo	orm 4797)		\vdash				
9 Salaries and wages (other than to partners) (less employment credits) 9 10 Guaranteed payments to partners 10							8				
10 Cuarantoca paymonto to particio											
ទី 11 Repairs and maintenance 11	(s	10 Guarar	nteed payments to partn	iers							
# 42	ations						\vdash				
12 Bad debts 13 Rent 13	- limit	12 Bad de	bts				\vdash				
្ទី 13 Rent 13 14 Taxes and licenses 14	ns fo	13 Rent	and liconece				 				
14 Taxes and licenses 14	ructic	15 Interes	t				—				
11 Repairs and maintenance 12 Bad debts 12	inst										
b Less depreciation reported elsewhere on return 16b 16c	es)						16c				
Σ 17 Depletion (Do not deduct oil and gas depletion.)	Suc						-				
18 Retirement plans, etc	ıctic						\vdash				
17 Depletion (Do not deduct oil and gas depletion.) 17 18 Retirement plans, etc. 18 19 Employee benefit programs 19 20 Other deductions (attach statement) 20	edu										
21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20 21 22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8 22											

Schedule D Capital Gains and Losses (Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basi (see instructions)	s (f) Gain or (loss) Subtract (e) from (d)
1						
2	Enter short-term gain or (loss), if any, from	Schedule D-1 (For	rm 1065), line 2 <u>.</u>		2	
3	Short-term capital gain from installment sale	es from Form 625	52, line 26 or 37		3	
4	Short-term capital gain (loss) from like-kind e	xchanges from Fo	orm 8824		4	
5	Partnership's share of net short-term ca					
	capital gains (losses), from other partnership					
6	Net short-term capital gain or (loss). Co Form 8865, Schedule K, line 8 or 11		_			
Pa	rt II Long-Term Capital Gains and Los				•	•
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basi (see instructions)	s (f) Gain or (loss) Subtract (e) from (d)
7						
_		1 1 5 4 /5	1005) !! 0			
8	Enter long-term gain or (loss), if any, from S	schedule D-1 (Fori	m 1065), line 8		8	
9	Long-term capital gain from installment sale	9				
10	Long-term capital gain (loss) from like-kind	10				
11	Partnership's share of net long-term capit					
	gains (losses), from other partnerships, estate	es, and trusts			11	
12	Capital gain distributions				12	
13	Net long-term capital gain or (loss). Con Form 8865, Schedule K, line 9a or 11		•	` '		

98-1009474 SHIELD, LP

Form 8865 (2011) Page 4

Sched	lule K	Partners' Distributive Share Items	Total amount
	1	Ordinary business income (loss) (page 2, line 22)	1
	2	Net rental real estate income (loss) (attach Form 8825)	2
	3 a	Other gross rental income (loss)	
	b	Expenses from other rental activities (attach statement) 3b	
	С	Other net rental income (loss). Subtract line 3b from line 3a	3c
	4	Guaranteed payments	4
SS	5	Interest income	5
<u> </u>	6	Dividends: a Ordinary dividends	6a
Income (Loss)		b Qualified dividends 6b	
Ö	7	Royalties	7
드	8	Net short-term capital gain (loss)	8
	9 a	Net long-term capital gain (loss)	9a
	b	Collectibles (28%) gain (loss)	
	c	Unrecaptured section 1250 gain (attach statement)	
	10	Net section 1231 gain (loss) (attach Form 4797)	10
	11	Other income (loss) (see instructions) Type ▶	11
	12	Section 179 deduction (attach Form 4562)	12
Deductions		Contributions	13a
ij			13b
пр	c	Section 59(e)(2) expenditures: (1) Type ▶(2) Amount ▶	
ŏ	d	Other deductions (see instructions) Time >	13d
٠			14a
ent			14b
Self- Employ- ment		Gross nonfarm income	
			15a
Credits			15b
led	c C		15c
Ö	d e	, , , , , , , , , , , , , , , , , , , ,	15d
	f	Other rental credits (see instructions) Other credits (see instructions) Type ▶ Type ▶	15e 15f
	-		151
		Name of country or U.S. possession ▶	16h
"			16b
ransactions	С		16c
ij		Foreign gross income sourced at partnership level	465
uss	d	0 ,	16f
		Deductions allocated and apportioned at partner level	4.Ch
E	g	Interest expense ▶ h Other Deductions allocated and apportioned at partnership level to foreign source income	16h
Foreign T		,, , ,	4.61-
Po	i	Passive category ▶ j General category ▶ k Other (attach statement) ▶ Total foreign taxes (check one): ▶ Paid Accrued	16k 16l
	l m	- '	
	n	Other foreign tax information (attach statement)	16m
			17a
Alternative Minimum Tax (AMT) Items	1 / a	Post-1986 depreciation adjustment	
n T ten		Adjusted gain or loss	17b
n	C	Depletion (other than oil and gas)	17c
la ir	d		17d
δ.≌ δ	e	Oil, gas, and geothermal properties - deductions	17e
	f	Other AMT items (attach statement)	17f
Ē	18 a	Tax-exempt interest income	18a
Other Information	b	Other tax-exempt income	18b
щ	C	Nondeductible expenses	18c
for	19 a	Distributions of cash and marketable securities	19a
드	b	Distributions of other property	19b
hei	20 a	Investment income	20a
ŏ	b		20b
	С	Other items and amounts (attach statement)	

SHIELD, LP 98-1009474

Form 8865 (2011) Page **5**

_	nedule L Balance Sheets pe	r Books. (Not require	ed if Item G9, page 1,	is answered "Yes.")	Fage
		Beginning	g of tax year	End of ta	x year
	Assets	(a)	(b)	(c)	(d)
1	Cash				
2 a	Trade notes and accounts receivable .				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)				
7a	Loans to partners				
b	Mortgage and real estate loans				
8	Other investments (attach statement)				
9 a	Buildings and other depreciable assets				
	Less accumulated depreciation				
10 a	Depletable assets				
b	Less accumulated depletion				
11	Land (net of any amortization)				
12 a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
13	Other assets (attach statement)			_	
14	Total assets				
	Liabilities and Capital				
15	Accounts payable			_	
16	Mortgages, notes, bonds payable in less than 1 year				
17	Other current liabilities (attach statement)				
18	All nonrecourse loans				
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement)				
21	Partners' capital accounts			_	
22	Total liabilities and capital				5 00CE (00.4

98-1009474

Form 8865 (2011)

Form	n 8865 (2011)			Page 6
Sc	hedule M Balance Sheets for Interest Alloc	ation		
			(a) Beginning of tax year	(b) End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
	General category			
С	Other (attach statement)			
	hedule M-1 Reconciliation of Income (Loss)	per Books With	Income (Loss) per Return. (N	Not required if Item G9, page
	1, is answered "Yes.")			
		6 Inc	come recorded on books this	
1	Net income (loss) per books	ye	ar not included on Schedule K,	
2	Income included on Schedule K,	line	es 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,		x-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7 De	ductions included on Schedule	
3	Guaranteed payments (other		lines 1 through 13d, and 16l not	
	than health insurance)		arged against book income this	
4	Expenses recorded on books		ar (itemize):	
•	this year not included on	a De	epreciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
_	Depreciation \$			
	Travel and entertainment \$	8 Ad	d lines 6 and 7	
D			come (loss). Subtract line 8	
5	Add lines 1 through 4			
	hedule M-2 Analysis of Partners' Capital Acco	IIU	m line 5	wordd "Voo ")
				wered res.)
1	Balance at beginning of year	6 Dis	stributions: a Cash	
2	Capital contributed:		b Property	
	a Cash	7 Ot	her decreases (itemize):	
	b Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
		8 Ad	d lines 6 and 7	
			lance at end of year. Subtract	
5	Add lines 1 through 4	lin	e 8 from line 5	

Page 7

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
	Distributions paid				
17	Interest paid				
18	Other				
	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

SCHEDULE O (Form 8865) Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership

(under section 6038B)

OMB No. 1545-1668

Name of transferor

► Attach to Form 8865. See Instructions for Form 8865. Filer's identifying number

91-0793881

CASEY FAMILY PROGRAMS Name of foreign partnership

SHIELD, LP

Part I Tra	nsfers Reportal	ole Under S	ection 6038B				
Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		840,602.				.163
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							
	formation Requ		Reported (see inst	ructions):			
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
se	ection 904(f)(5)(F	;)?		to gain recognition		>	Yes X No O (Form 8865) 2011

Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships

► Attach to your tax return. See separate instructions.

2011

Sequence No. 118

Attachment

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service Information furnished for the foreign partnership's tax year beginning 01/01/2011 , and ending 12/31/2011

Filer's identifying number Name of person filing this return CASEY FAMILY PROGRAMS 91-0793881 Category of filer (see Categories of Filers in the instructions and check applicable box(es)): Filer's address (if you are not filing this form with your tax return) Χ 01/01/2011 12/31/2011 B Filer's tax year beginning and ending Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$ If filer is a member of a consolidated group but not the parent, enter the following information about the parent: Name Address Information about certain other partners (see instructions) (4) Check applicable box(es) (1) Name (2) Address (3) Identifying number Constructive Category 1 Category 2 owner F1 Name and address of foreign partnership 2(a) EIN (if any) TRUSTBRIDGE PARTNERS IV LP 98-0702017 2(b) Reference ID number (see instr.) WALKER HOUSE, 87 MARY STREET GEORGE TOWN, GRAND CAYMAN KY1-9002 3 Country under whose laws organized CJ CJ 4 Date of 6 Principal business **8b** Exchange rate (see instr.) 5 Principal place of Principal business 8a Functional currency organization activity code number activity INVESTMENTS business USD 03/18/2011 CJ 525990 Provide the following information for the foreign partnership's tax year: 1 Name, address, and identifying number of agent (if any) in the 2 Check if the foreign partnership must file: United States Form 1042 Form 8804 Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed: 3 Name and address of foreign partnership's agent in country of 4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different organization, if any PARTNERS LTD WALKERS HOUSE, 87 MARY STREET UNIT 504, ICBC TOWER, 3 GARDEN ROAD GEORGE TOWM, GRAND CAYMAN CENTRAL, HONG KONG CJ. KYI-9002 Χ 5 Were any special allocations made by the foreign partnership? Nο 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) EXEMPTED LIMITED PARTNERSHIP 7 How is this partnership classified under the law of the country in which it is organized? \blacktriangleright Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or Does this partnership meet **both** of the following requirements? • The partnership's total receipts for the tax year were less than \$250,000 and Νo The value of the partnership's total assets at the end of the tax year was less than \$1 million. If "Yes," **do not** complete Schedules L, M-1, and M-2. Sign Here Only If You Are Filing This Form Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge. and Not With Your Tax Signature of general partner or limited liability company member Date PTIN Print/Type preparer's name Preparer's signature Date Check **Paid** self-employed **Preparer** Firm's name Firm's EIN **Use Only** Firm's address Phone no.

010

So	hedule A	Constructive Own box b, enter the interest you const	nership of Partnership name, address, and U.S ructively own. See instru	Interest. Che . taxpayer ide ctions.	ck the boxes the entifying number	at apply to er (if any)	o the filer. If of the person	you check n(s) whose
		a X Owns a direct	interest	b				
	Na	me	Address		Identifying nu	mber (if any)	Check if foreign person	Check if direct partner
So	hedule A-1	Certain Partners o	f Foreign Partnership (S	ee instructio	ns)			Observice of
	Na	me	Address		Identifyir	ng number (if	any)	Check if foreign person
	chedule A-2	Affiliation Schedul	eign person as a direct part le. List all partnerships (directly owns a 10% inte	foreign or do	omestic) in whic			No hip owns a
	Na	me	Address		EIN (if any)	Total ordinary income or loss	
			t - Trade or Business Inc income and expenses on I		h 22 below. See t	he instructio	ons for more in	nformation.
Income	b Less retu2 Cost of g3 Gross pr4 Ordinary5 Net farm6 Net gain	irns and allowances oods sold ofit. Subtract line 2 froincome (loss) from o profit (loss) (attach S (loss) from Form 479	om line 1c ther partnerships, estates, Schedule F (Form 1040)) 07, Part II, line 17 (attach Fo atement)	and trusts (attacorm 4797)	ch statement) *	1c 2 3 4 5 6 7		
Deductions (see instructions for limitations)	9 Salaries 10 Guarante 11 Repairs a 12 Bad debt 13 Rent 14 Taxes an 15 Interest 16a Deprecia b Less dep 17 Depletion 18 Retireme 19 Employe	and wages (other that seed payments to partner and maintenance is dicenses it ion (if required, attack reciation reported else in (Do not deduct oil a cent plans, etc.	ch Form 4562)	ment credits)		8 9 10 11 12 13 14 15 16c 17 18 19 20		
	21 Total dec	ductions. Add the amo	ounts shown in the far right co	lumn for lines 9	through 20	21		
	22 Ordinary	husiness income (less)	from trade or husiness activiti	as Subtract line	21 from line 8	22		

Schedule D Capital Gains and Losses (Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

Pa	Short-Term Capital Gains and Loss	ses - Assets He	eld One Year or	Less		
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1						
2	Enter short-term gain or (loss), if any, from S	Schedule D-1 (For	m 1065), line 2		2	
3	Short-term capital gain from installment sale	s from Form 625	52, line 26 or 37		3	
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824		4	
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					
6	Net short-term capital gain or (loss). Cor Form 8865, Schedule K, line 8 or 11					
Pa	rt II Long-Term Capital Gains and Loss					•
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d
7						
8	Enter long-term gain or (loss), if any, from So	8				
9	Long-term capital gain from installment sales	9				
10	Long-term capital gain (loss) from like-kind e	10				
11	Partnership's share of net long-term capital gains (losses), from other partnerships, estate					
12	Capital gain distributions				12	
13	Net long-term capital gain or (loss). Com Form 8865, Schedule K, line 9a or 11					

Form **8865** (2011)

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Sched	lule K	Partners' Distributive Share Items		Total amount	1 age 4
Scried			4	Total alliount	
	1	Ordinary business income (loss) (page 2, line 22)	1		
	2	Net rental real estate income (loss) (attach Form 8825)	2		
	3 a	Other gross rental income (loss) 3a			
	b	Expenses from other rental activities (attach statement) 3b			
	С	Other net rental income (loss). Subtract line 3b from line 3a	3с		
<u> </u>	4	Guaranteed payments	4		
SO.	5	Interest income	5		
ncome (Loss)	6	Dividends: a Ordinary dividends	6a		
Ĕ		b Qualified dividends 6b			
5	7	Royalties	7		
-	8	Net short-term capital gain (loss)	8		
	9 a	Net long-term capital gain (loss)	9a		
	b	Collectibles (28%) gain (loss)			
	С	Unrecaptured section 1250 gain (attach statement) 9c			
	10	Net section 1231 gain (loss) (attach Form 4797)	10		
	11	Other income (loss) (see instructions) Type ▶	11		
		Section 170 deduction (attach Form 4562)	12		
Deductions		Contributions	13a		
ij		Investment interest expense	13b		
ър		Section 59(e)(2) expenditures: (1) Type ▶(2) Amount ▶			
De	4	Other deductions (see instructions) Type >	13d(2)		
		, , , , ,			
∓ S t	14 a		14a		
Self- Employ- ment	D		14b		
			14c		
			15a		
Credits			15b		
pə.			15c		
ō		Other rental real estate credits (see instructions) Type Other rental real estate credits (see instructions) Type	15d		
			15e		
		Other credits (see instructions) Type ▶	15f		
		Name of country or U.S. possession ▶	4.01-		
			16b		
ou		,	16c		
ij		Foreign gross income sourced at partnership level	400		
ansactions	d	0; ======= ,,,, ======== ,,,,	16f		
		Deductions allocated and apportioned at partner level	4.01-		
E	g		16h		
Foreign Tr		Deductions allocated and apportioned at partnership level to foreign source income	4.01-		
Ē			16k		
			16I		
	n	Other foreign tax information (attach statement)	16m		
	17 a		17a		
Alternative Minimum Tax (AMT) Items		Post-1986 depreciation adjustment	17b		
ati, Iter	C	Adjusted gain or loss	17c		
ת בר (ד	d	Depletion (other than oil and gas) Oil, gas, and geothermal properties - gross income	17d		
N in Ite	e	Oil, gas, and geothermal properties - deductions	17a		
₹ 5	f	Other AMT items (attach statement)	17f		
			18a		
5	b	Tax-exempt interest income Other tax-exempt income	18b		
atic	C		18c		
E		Nondeductible expenses Distributions of cash and marketable securities	19a		
Je	ı y a b	Distributions of other property	19b		
=	20 a	Investment income	20a		
Other Information		Investment expenses	20b		
0		Other items and amounts (attach statement)			

Form 8865 (2011) Page 5

Schedule L Balance Sheets per	r Books. (Not require	d if Item G9, page 1,	is answered "Yes.")	Page 3
	Beginning	of tax year	End of	tax year
Assets	(a)	(b)	(c)	(d)
Cash Trade notes and accounts receivable.				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7a Loans to partners				
b Mortgage and real estate loans				
8 Other investments (attach statement)				
9 a Buildings and other depreciable assets				
b Less accumulated depreciation				
10 a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12 a Intangible assets (amortizable only) .				
b Less accumulated amortization				
13 Other assets (attach statement)				
14 Total assets				
Liabilities and Capital				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)				
18 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts				
22 Total liabilities and capital				

Form **8865** (2011)

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Page 6 Form 8865 (2011)

Sch	nedule M Balance Sheets for Interest Al	location		
			(a) Beginning of tax year	(b) End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
	General category			
	Other (attach statement)			
	nedule M-1 Reconciliation of Income (Los 1, is answered "Yes.")	ss) per Books With Ir	ncome (Loss) per Return. (Not required if Item G9, page
		6 Inco	me recorded on books this	
1	Net income (loss) per books	year	not included on Schedule K,	
2	Income included on Schedule K,	lines	s 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a Tax-	-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7 Dedu	uctions included on Schedule	
3	Guaranteed payments (other	K, lir	nes 1 through 13d, and 16l not	
	than health insurance)	char	ged against book income this	
4	Expenses recorded on books	year	(itemize):	
	this year not included on	a Dep	reciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
а	Depreciation \$			
	Travel and entertainment \$	8 Add	lines 6 and 7	
	. – – –		me (loss). Subtract line 8	
5	Add lines 1 through 4		n line 5	
	nedule M-2 Analysis of Partners' Capital A	accounts. (Not require	d if Item G9, page 1, is ans	wered "Yes.")
1	Balance at beginning of year	6 Dist	ributions: a Cash	·
2	Capital contributed:		b Property	
	a Cash	7 Oth	er decreases (itemize):	
	b Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
-	·		lines 6 and 7	
			ance at end of year. Subtract	
5	Add lines 1 through 4		8 from line 5	

Form 8865 (2011) Page **7**

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20					
21	Amounts loaned (enter the maximum loan balance during the year). See instructions.				

Form **8865** (2011)

2679BD D15X V 11-6 010

SCHEDULE O (Form 8865) Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2011

Name of transferor
CASEY FAMILY PROGRAMS
Filer's identifying number
91-0793881

Name of foreign partnership

TRUSTBRIDGE PARTNERS IV LP

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		3,241,487.				1.442
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							
Supplemental In	formation Requ	ired To Be F	Reported (see instr	ructions):			
Part II Dis	positions Repor	table Under	Section 6038B				
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
			s schedule subject				Yes X No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2011

(Rev. December 2011)

Department of the Treasury

Information Return of U.S. Persons With Respect To Certain Foreign Corporations

► See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by Internal Revenue Service section 898) (see instructions) beginning 01/01/2011 and ending 1 2 / 3 1 / 2 0 1 1

OMB No. 1545-0704

Attachment Sequence No. 121

	(30	ce manachona,	beginning	OT/O	/	Δ , ,	and chang_	/ / _		oquonoo i i	_ .
Name of person filing this return				•	·			A Identi	fying numbe	r	
CASEY FAMILY P	ROGRAMS								91-079	3881	
Number, street, and room or sui			not delivered t	to street ac	ddress)	B Categ	ory of filer (Se				s)):
2001 EIGHTH AV	E. SUIT	E 2700					1 (repe	aled) 2	3 X	4	5 X
City or town, state, and ZIP code		1 2700				C Enter	the total perc				
SEATTLE			WA 9	98121	-2641	1	wned at the e	-			42.8600%
Filer's tax year beginning () 1	/01/201	1 and			/2011	j you o	Willow at the o	na or no arma	ar accounting	poriou	42.86007
D Person(s) on whose behalf			<u> </u>	12/)1	./ 2011						
Person(s) on whose benan	tilis illioilliation re	eturr is illeu.							(4) Chec	k applicable	a hov(es)
(1) Name			(2) Ad	ddress			(3) Identify	ing number	Shareholder	Officer	Director
									Onarcholder	Officer	Director
							- " '	A //	, ,,		<u>,</u>
Important: Fill in all a				ıntorma	ation mus	t be in	English.	All amoun	its must b	e state	d in
		erwise indica	ited.					T = .			
1a Name and address of fo	•								oyer identifica	ation numbe	er, if any
INVESCO ASIAN RE	CAL ESTATE	E PARTNERS	II USD	FEEDE	ΞR			98-05			
P.O. BOX 309 UGL	AND HOUSE							b(2) Refer	ence ID numl	per (see ins	tructions)
GRAND CAYMAN, K	XY1-1104 C	CJ									
								c Coun	try under wh	ose laws ind	corporated
								CAYMAI	N ISLAN	DS	
d Date of incorporation	e Principal pla	ace of business	f Principa			g Prin	icipal busine	ess activity	h Function	nal curren	СУ
			C	code num	iber						
03/26/2008	CJ		5	531390)	INVESTM	ENT IN REAL	L ESTATE	USD		
2 Provide the following inf	formation for th	ne foreign corpo	ration's acc	counting p	period state	•					
a Name, address, and ide	ntifying numbe	er of branch office	e or agent (if	fany)	b If a U.S	. income	tax return w	as filed, ente	er:		
in the United States									(ii) U.S. in	come tax i	naid
NONE					(i) Tax	able inco	ome or (loss)			all credits	
NONE											
,											
c Name and address of for	eign corporation	on's statutory or i	resident ager	ent in c	н Name a	nd addre	ess (includin	a corporate	departmen	t. if applica	able) of
country of incorporation	oign corporatio	on o claratory or i	oolaoni agoi		person (or perso	ons) with cu	stody of the	books and	records of	the foreign
					corporat	tion, and	I the location	n of such bo	ooks and rec	ords, if dif	ferent
0		<u> </u>									
Schedule A Stock	of the Forei	gn Corporati	on								
						(b) N	umber of sh	ares issued	and outstar	nding	
(a) Descrip	tion of each cla	ass of stock			(i) Be	eginning	of annual			of annual	
					ac	countin	. .		accoun	ting perio	d
COMMON							1.				1.

For Paperwork Reduction Act Notice, see instructions.

Form **5471** (Rev. 12-2011)

Form 5471 (Rev. 12-2011)

Schedule B U.S. Shareholder	s of Foreign Corporation (see instructions)			
	(b) Description of each class of stock held by	(c) Number of	(d) Number of	(e) Pro rata share
(a) Name, address, and identifying	shareholder. Note: This description should	shares held at	shares held at	of subpart F
number of shareholder	match the corresponding description entered in	beginning of annual		income (enter as
	Schedule A, column (a).	accounting period	accounting period	a percentage)
CASEY FAMILY PROGRAMS	COMMON	1.	1.	
2001 EIGHTH AVE., SUITE 2700				
SEATTLE WA 98121				
91-0793881				42.860

Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

				Functional Currency	U.S. Dollars
	1 a	Gross receipts or sales	1a		
	b	Returns and allowances	1b		
	С	Subtract line 1b from line 1a	1 c		
a	2	Cost of goods sold	2		
Ĕ	3	Gross profit (subtract line 2 from line 1c)	3		
Income	4	Dividends	4		
<u>-</u> ∣	5	Interest	5		195
	6 a	Gross rents	6a		
	b	Gross royalties and license fees	6b		
	7	Net gain or (loss) on sale of capital assets	7		937,933
	8	Other income (attach schedule) ATTACHMENT 1	8		-348,686
	9	Total income (add lines 3 through 8)	9		589,442
	10	Compensation not deducted elsewhere	10		
	11a	Rents	11a		
	b	Royalties and license fees	11b		
ည	12	Interest	12		
<u>ō</u>	13	Depreciation not deducted elsewhere	13		
Deductions	14	Depletion	14		
ed	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15		
△	16	Other deductions (attach schedule - exclude provision for income, war			
		profits, and excess profits taxes) ATTACHMENT 2	16		508,622
	17	Total deductions (add lines 10 through 16)	17		508,622
a	18	Net income or (loss) before extraordinary items, prior period			
Net Income		adjustments, and the provision for income, war profits, and excess			
ဍ		profits taxes (subtract line 17 from line 9)	18		80,820
<u>+</u>	19	Extraordinary items and prior period adjustments (see instructions)	19		
<u>8</u>	20	Provision for income, war profits, and excess profits taxes (see instructions)	20		
	21	Current year net income or (loss) per books (combine lines 18 through 20)	21		80,820

Form 5471 (Rev. 12-2011) Page **3**

Schedule E							
		its Taxes Paid or Accrued (see instructions) Amount of tax					
	(a) Name of country or U.S. possession	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars			
1 U.S.							
2 N/A							
3							
4							
5							
6							
7							
8 Total							

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	1	209,454.	1,073,907.
2 a	Trade notes and accounts receivable	2a		
b	Less allowance for bad debts	2b	()	(
3	Inventories	3		
4	Other current assets (attach schedule)	4		
5	Loans to shareholders and other related persons	5		
6	Investment in subsidiaries (attach schedule)	6		
7	Other investments (attach schedule) ATTACHMENT 3	7	7,961,257.	10,879,362.
8 a	Buildings and other depreciable assets	8a		
b	Less accumulated depreciation	8 b	()	(
9 a	Depletable assets	9a		
b	Less accumulated depletion	9 b	()	(
10	Land (net of any amortization)	10		
11	Intangible assets:			
а	Goodwill	11a		
b	Organization costs	11b		
С	Patents, trademarks, and other intangible assets	11c		
d	Less accumulated amortization for lines 11a, b, and c	11d		(
12	Other assets (attach schedule) ATTACHMENT . 4	12	291,348.	47.
13	Total assets	13	8,462,059.	11,953,316.
	Liabilities and Shareholders' Equity			
14	Accounts payable	14	7,324.	91,652.
15	Other current liabilities (attach schedule)			
16	Loans from shareholders and other related persons	16		
17	Other liabilities (attach schedule)	17		
18	Capital stock:			
а	Preferred stock	18a		
	Common stock	18b		
19	Paid-in or capital surplus (attach reconciliation) ATTACHMENT 5	19	8,454,735.	11,861,664.
20	Retained earnings	20		
21	Less cost of treasury stock	21	()	(
22	Total liabilities and shareholders' equity	22	8,462,059.	11,953,316.
	, ,		, , , , , , , , , , , , , , , , , , , ,	Form 5471 (Rev. 12-2011)

Form **5471** (Rev. 12-2011)

Form 5471 (Rev. 12-2011) Page 4 Schedule G Other Information Νo During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign X If "Yes," see the instructions for required attachment. X During the tax year, did the foreign corporation own an interest in any trust? During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate Χ from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)? If "Yes," you are generally required to attach Form 8858 for each entity (see instructions). During the tax year, was the foreign corporation a participant in any cost sharing arrangement? During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement? Schedule H Current Earnings and Profits (see instructions) Important: Enter the amounts on lines 1 through 5c in functional currency. Current year net income or (loss) per foreign books of account 80,820. Net adjustments made to line 1 to determine current earnings and profits Net Net according to U.S. financial and tax **Additions Subtractions** accounting standards (see instructions): a Capital gains or losses **b** Depreciation and amortization c Depletion d Investment or incentive allowance Charges to statutory reserves f Inventory adjustments Taxes h Other (attach schedule) ATCH 7 -348,686.Total net additions Total net subtractions 429,506. 5a Current earnings and profits (line 1 plus line 3 minus line 4) b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions) 5b 429,506. d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations (see instructions)) 429,506. 5d 1.0000 Enter exchange rate used for line 5d Schedule I Summary of Shareholder's Income From Foreign Corporation (see instructions) Subpart F income (line 38b, Worksheet A in the instructions) Earnings invested in U.S. property (line 17, Worksheet B in the instructions) 2 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions) 3 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions) Factoring income Total of lines 1 through 5. Enter here and on your income tax return. See instructions Dividends received (translated at spot rate on payment date under section 989(b)(1)) Exchange gain or (loss) on a distribution of previously taxed income Νo Yes Was any income of the foreign corporation blocked? Did any such income become unblocked during the tax year (see section 964(b))?

If the answer to either question is "Yes," attach an explanation.

91-0793881

SCHEDULE J (Form 5471)

(Rev. December 2005) Department of the Treasury

OMB No. 1545-0704

(combine columns -1,579,270 (d) Total Section (a), (b), and (c)) 964(a) E&P (iii) Subpart F Income Identifying number (c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances) (ii) Earnings Invested in Excess Passive Assets Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation ▶ Attach to Form 5471. See Instructions for Form 5471. Earnings Invested in U.S. Property (Not Previously Taxed 959(c)(3) balance) (b) Pre-1987 E&P (pre-87 section Undistributed Earnings 959(c)(3) balance) -1,579,270. -1,149,764. (post-86 section 429,506 (a) Post-1986 INVESCO ASIAN REAL ESTATE PARTNERS II USD FEEDER plus line 2a or line 1 minus line 2b) Amounts included under section Important. Enter amounts in E&P not previously taxed (line 1 Total current and accumulated E&P at end of year (line 1 plus section 959(c) in current year Balance at beginning of year 951(a) or reclassified under Balance of previously taxed **b** Current year deficit in E&P nonpreviously taxed E&P Name of person filing Form 547' 5a Actual distributions or Actual distributions of functional currency. previously taxed E&P Name of foreign corporation CASEY FAMILY PROGRAMS reclassifications of 2a Current year E&P Internal Revenue Service ٩ 6a 4

For Paperwork Reduction Act Notice, see the Instructions for Form 5471. whichever is applicable.)

amount from line 6a or line 6b,

Balance at end of year. (Enter

minus line 4, minus line 5b) taxed at end of year (line 3

Balance of E&P not previously

٩

line 4, minus line 5a)

-1,149,764

Schedule J (Form 5471) (Rev. 12-2005)

-1,149,764.

JSA 1X1665 1.000

V 11-62679BD D15X

010

SCHEDULE O (Form 5471)

(Rev. December 2005)

Department of the Treasury

Organization or Reorganization of Foreign Corporation, and Acquisitions and Dispositions of its Stock

► Attach to Form 5471. See Instructions for Form 5471.

OMB No. 1545-0704

Internal Revenue Service Name of person filing Form 5471 Identifying number CASEY FAMILY PROGRAMS 91-0793881 Name of foreign corporation INVESCO ASIAN REAL ESTATE PARTNERS II USD FEEDER Important: Complete a separate Schedule O for each foreign corporation for which information must be reported. Part I To Be Completed by U.S. Officers and Directors (d) (c) Name of shareholder for whom Identifying number Date of original Date of additional Address of shareholder acquisition information is reported of shareholder 10% acquisition 10% acquisition Part II To Be Completed by U.S. Shareholders Note: If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person. Section A — General Shareholder Information (c) Date (if any) shareholder For shareholder's latest U.S. income tax return filed, indicate: last filed information (1) Type of return (enter form number) (3) return under section Name, address, and identifying number of Date return filed Internal Revenue Service Center 6046 for the foreign shareholder(s) filing this schedule where filed corporation CASEY FAMILY PROGRAMS 91-0793881 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121 990PF 11/15/2012 EFILED 11/15/2011 Section B — U.S. Persons Who Are Officers or Directors of the Foreign Corporation (d) Check (b) appro-priate box(es) (a) (c) Name of U.S. officer or director Address Social security number Ofcr Dir Section C — Acquisition of Stock (e) (b) (c) Number of shares acquired (a) Method of Class of stock Date of Name of shareholder(s) filing this schedule (1) (3) acquisition acquired acquisition Directly Indirectly Constructively

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Schedule O (Form 5471) (12-2005)

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired

Section D — Disposition of Stock

(a) Name of shareholder disposing of stock (b) Class of stock (c) Method of disposition	(h)	(c)		(e) Number of shares disposed of					
	(1) Directly	(2) Indirectly	(3) Constructively						
(f) Amount received	(g) Name and address of person to whom disposition of stock was made								

Section E — Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor		(b) Identifying number (if any)	(c) Date of transfer
CASEY FAMILY PROGRAMS			
2001 EIGHTH AVE, SUITE 2700	SEATTLE, WA 98121	91-0793881	VAR

Assets tr	(d) ransferred to foreign corporation		(e) Description of assets transferred by, or notes or		
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	securities issued by, foreign corporation		
CASH	2,908,856.	2,908,856.	NONE		

Section F— Additional Information

- (a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).
- (b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock ▶
- (c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

Schedule O (Form 5471) (Rev. 12-2005)

FORM 5471, PAGE 2 DETAIL

	ATTACHMENT 1
SCH C, LINE 8 - OTHER INCOME	
UNREALIZED GAINS	-348,686.
TOTAL	-348,686.
	ATTACHMENT 2
SCH C, LINE 16 - OTHER DEDUCTIONS	
MANAGEMENT FEES	406,385.
UNCONSUMMATED DEAL COSTS	25,913.
GENERAL AND ADMIN EXPENSES	36,096.
INTEREST AND FINANCE FEES	40,228.
TOTAL	508,622.

FORM 5471, PAGE 3 DETAIL

	BEGINNING	ENDING
	US CURRENCY	US CURRENCY
	7,961,257. 10,879,362. 7,961,257. 10,879,362. ATTACHMENT 4	TTACHMENT 3
SCH F, LINE 7 - OTHER INVESTMENTS		
REAL ESTATE INVESTMENT AT FAIR VALU	7,961,257.	10,879,362.
TOTALS	7,961,257.	10,879,362.
	AT	CTACHMENT 4
SCH F, LINE 12 - OTHER ASSETS		
OTHER ASSETS	101,984.	47.
DUE FROM PARALLEL FUNDS	189,364.	
TOTALS	291,348.	47.
	AT	CTACHMENT 5
SCH F, LINE 19 - PAID-IN OR CAP SURPLUS		
NET ASSETS	8,454,735.	11,861,664.
TOTALS	8,454,735.	11,861,664.

91-0793881

ATTACHMENT 6

FORM 5471, PAGE 4 DETAIL

SCH G, LINE 1 - 10% OWNED FOREIGN PARTNERSHIPS

PARTNERSHIP NAME FEIN RETURN FILED TAX MATTER PARTNER TAX YR BEG TAX YR END

INVESCO ASIAN RE PARTNERS II FEEDER 26-0628586

01/01/2011 12/31/2011

ATTACHMENT 7

FORM 5471, PAGE 4 DETAIL

SCH H, LINE 2H - OTHER RECONCILING ITEMS

NET ADDITIONS NET SUBTRACTS

UNREALIZED GAINS

-348,686.

TOTALS

-348,686.

(Rev. December 2011)

Department of the Treasury

Information Return of U.S. Persons With Respect To Certain Foreign Corporations

► See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by

OMB No. 1545-0704

Attachment

Internal Revenue Service	section 898) (see instructions)) beginning () 1 /	01/201	<u> </u>	and ending⊥	2/31/	2011 s	equence N	0. 121
Name of person filing this return			·			A Ident	ifying number	r	
CASEY FAMILY P	ROGRAMS						91-079	3881	
	ite no. (or P.O. box number if mail is	s not delivered to street	address)	B Categ	ory of filer (Se				s)):
2001 EIGHTH AV	/E, SUITE 2700				1 (repea	aled) 2	3 X	4	5
City or town, state, and ZIP code				C Enter the total percentage of the foreign corporation's voting stock					
SEATTLE		WA 9812	21-2641	you o	wned at the er	nd of its annu	ual accounting	period	31.6000%
Filer's tax year beginning 01	1/01/2011 , ar	nd ending $12/3$	1/2011						
D Person(s) on whose behalf	this information return is filed:								
							(4) Chec	k applicabl	e box(es)
(1) Name		(2) Address			(3) Identify	ing number	Shareholder	Officer	Director
Important: Fill in all a	applicable lines and sche	dules. All inforn	nation mus	t be in	English. A	All amoui	nts must b	e state	d in
	s unless otherwise indic	ated.							
1a Name and address of fo	reign corporation					b(1) Emp	loyer identifica	ition numbe	er, if any
INVESCO ASIAN RE	CAL ESTATE FEEDER F	TUND I LTD				98-06	12575		
PO BOX 31106, 89	NEXUS WAY					b(2) Refe	rence ID numb	er (see ins	tructions)
CAMANA BAY, GRAN	ID CAYMAN KY1-1205	CJ							
						c Cour	ntry under who	se laws ind	corporated
							N ISLANI		
d Date of incorporation	e Principal place of business	f Principal busing code nu		g Prin	cipal busine	ss activity	h Function	al curren	су
03/03/2008	CJ	55111	L2	REAL ES	TATE HOLDIN	igs co	USD		
	formation for the foreign corp	•	'						
a Name, address, and ide in the United States	ntifying number of branch offic	ce or agent (if any)	b If a U.S	. income	tax return w	as filed, ent	ier:		
in the emited etailed			(i) Tax	able inco	me or (loss)		(ii) U.S. in		
			()		(1 1)		(arter	all credits	<u>'</u>
Name and address of for	eign corporation's statutory or	recident agent in	4 Name a	nd addre	ess (includin	n cornorate	- denartment	if applies	able) of
country of incorporation	eight corporation's statutory or	resident agent in			ons) with cus				
				,	the location		ooks and rec	ords, if dif	ferent
CITCO TRUSTEES (CAYMAN)					CAYMAN) LIM		_		
P.O. BOX 31106, 89 NEXU					89 NEXUS WA	Y KYI-120	5		
CAMANA BAY GRAND CAYMAN	CJ		-		CAYMAN CJ	#500 P3	mu 750	140	
Schedule A Stock	of the Foreign Corporat	ion	13133 NOE	L KD,3	GALL.TOWER,	#500, DA	LLAS TX /52	.40	
Scriedule A Ctook	or the releight corporat			(b) N	umber of sh	ares issued	d and outstan		
(a) Descrip	otion of each class of stock		(i) B		of annual	100 10000		of annual	
(a) Descrip	tion of each class of stock			countin				ting perio	
PREFERRED					691.			17,4	118.
					<u> </u>				
			1					74 :-	

Form 5471 (Rev. 12-2011)

Schedule B U.S. Shareholders	s of Foreign Corporation (see instructions)			
	(b) Description of each class of stock held by	(c) Number of	(d) Number of	(e) Pro rata share
(a) Name, address, and identifying	shareholder. Note: This description should	shares held at	shares held at	of subpart F
number of shareholder	match the corresponding description entered in	beginning of annual		income (enter as
	Schedule A, column (a).	accounting period	accounting period	a percentage)
CASEY FAMILY PROGRAMS	PREFERRED	216.	5,443.	
2001 8TH AVENUE, SUITE 2700				
SEATTLE, WA 98121				
91-0793881				31.250

Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

				Functional Currency	U.S. Dollars
	1 a	Gross receipts or sales	1a	· anonona camono,	0.0.20
	b	Returns and allowances	1b		
	c	Subtract line 1b from line 1a	1c		
4.	2	Cost of goods sold	2		
ncome	3	Gross profit (subtract line 2 from line 1c)	3		
္ပ	4	Dividends	4		
드	5	Interest	5		
	6 a	Gross rents	6a		
	ь	Gross royalties and license fees	6b		
	7	Net gain or (loss) on sale of capital assets	7		
	8	Other income (attach schedule) ATTACHMENT 8	8		3,486,963.
	9	Total income (add lines 3 through 8)	9		3,486,963.
	10	Compensation not deducted elsewhere	10		
	11a	Rents	11a		
	b	Royalties and license fees	11b		
S	12	Interest	12		
<u>6</u>	13	Depreciation not deducted elsewhere	13		
걸	14	Depletion	14		
Deductions	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15		
ڡ	16	Other deductions (attach schedule - exclude provision for income, war			
		profits, and excess profits taxes) ATTACHMENT 9	16		8,421.
	17	Total deductions (add lines 10 through 16).	17		8,421.
	18	Net income or (loss) before extraordinary items, prior period			
Ĕ		adjustments, and the provision for income, war profits, and excess			
Net Income		profits taxes (subtract line 17 from line 9)	18		3,478,542.
드	19	Extraordinary items and prior period adjustments (see instructions)	19		
<u>F</u>	20	Provision for income, war profits, and excess profits taxes (see instructions)	20		
_	21	Current year net income or (loss) per books (combine lines 18 through 20)	21		3,478,542.

Form 5471 (Rev. 12-2011) Page **3**

Schedule E	Income, War Profits, and Excess Profits Taxes Paid or Accrued (see instructions)						
	(a)		Amount of tax				
	Name of country or U.S. possession	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars			
1 U.S.							
2 N/A							
3							
4							
5							
6							
7							
8 Total							

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	1	205.	9.
2 a	Trade notes and accounts receivable	2a		
b	Less allowance for bad debts	2b ()()
3	Inventories	3		
4	Other current assets (attach schedule) ATTACHMENT 10	4	1.	1.
5	Loans to shareholders and other related persons	5		
6	Investment in subsidiaries (attach schedule)	6		
7	Other investments (attach schedule)	7		
8 a	Buildings and other depreciable assets	8a		
	Less accumulated depreciation	8b ()()
	Depletable assets	9a		_
	Less accumulated depletion	9b ()()
10	Land (net of any amortization)	10		
11	Intangible assets:			
а	Goodwill	11a		
	Organization costs	11b		
	Patents, trademarks, and other intangible assets	11c		
	Less accumulated amortization for lines 11a, b, and c	11d ()()
12	Other assets (attach schedule) ATTACHMENT 11	12	-1,489,298.	18,724,665.
	, , , , , , , , , , , , , , , , , , , ,			
13	Total assets	13	-1,489,092.	18,724,675.
	Liabilities and Shareholders' Equity			
14	Accounts payable	14	5,982.	2,000.
15	Other current liabilities (attach schedule) ATTACHMENT 12	15	15,551.	27,758.
16	Loans from shareholders and other related persons	16		
17	Other liabilities (attach schedule).	17		
18	Capital stock:			
а	Preferred stock	18a	7.	174.
	Common stock	18b	1.	1.
19	Paid-in or capital surplus (attach reconciliation) ATTACHMENT 13	19	690,933.	17,417,766.
20	Retained earnings	20	-2,201,566.	1,276,976.
21	Less cost of treasury stock	21 ()()
22	Total liabilities and shareholders' equity	22	-1,489,092.	18,724,675.
				Form 5471 (Rev. 12-2011)

Form **5471** (Rev. 12-2011)

Form 5471 (Rev. 12-2011) Page 4 Schedule G Other Information Νo During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership? ATCH 14 If "Yes," see the instructions for required attachment. X During the tax year, did the foreign corporation own an interest in any trust? During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate Χ from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)? If "Yes," you are generally required to attach Form 8858 for each entity (see instructions). During the tax year, was the foreign corporation a participant in any cost sharing arrangement? During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement? Schedule H Current Earnings and Profits (see instructions) Important: Enter the amounts on lines 1 through 5c in functional currency. Current year net income or (loss) per foreign books of account 3,478,542. Net adjustments made to line 1 to determine current earnings and profits Net Net according to U.S. financial and tax **Additions Subtractions** accounting standards (see instructions): a Capital gains or losses **b** Depreciation and amortization c Depletion d Investment or incentive allowance Charges to statutory reserves f Inventory adjustments Taxes h Other (attach schedule) ATCH 15 3,486,963. Total net additions 3,486,963. Total net subtractions -8.421.5a Current earnings and profits (line 1 plus line 3 minus line 4) b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions) 5b -8.421d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as -8,421.defined in section 989(b) and the related regulations (see instructions)) 5d 1.0000 Enter exchange rate used for line 5d Schedule I Summary of Shareholder's Income From Foreign Corporation (see instructions) Subpart F income (line 38b, Worksheet A in the instructions) Earnings invested in U.S. property (line 17, Worksheet B in the instructions) 2 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions) 3 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions) Factoring income Total of lines 1 through 5. Enter here and on your income tax return. See instructions Dividends received (translated at spot rate on payment date under section 989(b)(1))

Form **5471** (Rev. 12-2011)

Νo

Exchange gain or (loss) on a distribution of previously taxed income

If the answer to either question is "Yes," attach an explanation.

Was any income of the foreign corporation blocked?

Did any such income become unblocked during the tax year (see section 964(b))?

Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

SCHEDULE J (Form 5471)

(Rev. December 2005) Department of the Treasury Internal Revenue Service

▶ Attach to Form 5471. See Instructions for Form 5471.

OMB No. 1545-0704

Identifying number 91-0793881 Name of person filing Form 5471 Name of foreign corporation CASEY FAMILY PROGRAMS

INVESCO ASIAN REAL ESTATE FEEDER FUND I LTD						
Important Enter amounts in	(a) Post-1986 Undistributed Earnings	(b) Pre-1987 E&P Not Previously Taxed	(c) Previ	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)	tructions) ances)	(d) Total Section
functional currency.	(post-86 section 959(c)(3) balance)	(pre-87 section 959(c)(3) balance)	(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	(combine columns (a), (b), and (c))
1 Balance at beginning of year	-21,314.					-21,314.
2a Current year E&P						
b Current year deficit in E&P	8,421.					
 3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b) 	- 29,735.					
4 Amounts included under section 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxedE&P at end of year (line 1 plus line 4, minus line 5a)						
 b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b) 	- 29,735.					
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	-29,735.					-29,735.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

JSA 1X1665 1.000

Schedule J (Form 5471) (Rev. 12-2005)

SCHEDULE O (Form 5471)

(Rev. December 2005)

Department of the Treasury

Internal Revenue Service

Name of person filing Form 5471

Organization or Reorganization of Foreign Corporation, and Acquisitions and Dispositions of its Stock

► Attach to Form 5471. See Instructions for Form 5471.

OMB No. 1545-0704

Identifying number

CASEY FAMILY PROGRAMS 91-0793881 Name of foreign corporation INVESCO ASIAN REAL ESTATE FEEDER FUND I LTD Important: Complete a separate Schedule O for each foreign corporation for which information must be reported. Part I To Be Completed by U.S. Officers and Directors (d) (c) Name of shareholder for whom Identifying number Date of original Date of additional Address of shareholder acquisition information is reported of shareholder 10% acquisition 10% acquisition Part II To Be Completed by U.S. Shareholders Note: If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person. Section A — General Shareholder Information (c) Date (if any) shareholder For shareholder's latest U.S. income tax return filed, indicate: last filed information (1) Type of return (enter form number) (3) return under section Name, address, and identifying number of Date return filed Internal Revenue Service Center 6046 for the foreign shareholder(s) filing this schedule where filed corporation CASEY FAMILY PROGRAMS 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121 990PF 11/15/2012 EFILED Section B — U.S. Persons Who Are Officers or Directors of the Foreign Corporation (d) Check (b) appro-priate box(es) (a) (c) Name of U.S. officer or director Address Social security number Ofcr Dir Section C — Acquisition of Stock (e) (b) (c) Number of shares acquired (a) Method of Class of stock Date of Name of shareholder(s) filing this schedule (1) (3) acquisition acquired acquisition Directly Indirectly Constructively Schedule O (Form 5471) (12-2005) For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule O (Form 5471) (Re	v. 12-2005)				Page 2
(f) Amount paid or value given		Name an	(g) nd address of person fro) om whom shares were acquired	
		Section D —	Disposition of S	Stock	
(a)			(4)		(e)

(a) Name of shareholder disposing of stock		(c)	(d)	(e) Number of shares disposed of				
		Date of disposition	Method of disposition	(1) Directly	(2) Indirectly	(3) Constructively		
(f) Amount received		Name and a		(g) erson to whom disposition of stock was made				

Section E — Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor		(b) Identifying number (if any)	(c) Date of transfer
CASEY FAMILY PROGRAMS			
2001 EIGHTH AVE, SUITE 2700	SEATTLE, WA 98121	91-0793881	VAR

(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or	
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	securities issued by, foreign corporation	
CASH	6,715,938.	6,715,938.	NONE	

Section F— Additional Information

- (a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).
- (b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock
- (c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

Schedule O (Form 5471) (Rev. 12-2005)

FORM 5471, PAGE 2 DETAIL

	ATTACHMENT 8
SCH C, LINE 8 - OTHER INCOME	
INVESTMENT INCOME	3,486,963.
TOTAL	3,486,963.
	ATTACHMENT 9
SCH C, LINE 16 - OTHER DEDUCTIONS	
OTHER OPERATING EXPENSES	8,421.
TOTAL	8,421.

FORM 5471, PAGE 3 DETAIL

	BEGINNING US CURRENCY	ENDING US CURRENCY
	Ā	TTACHMENT 10
SCH F, LINE 4 - OTHER CURRENT ASSETS		
INTERCOMPANY RECEIVABLE	1.	1.
TOTALS	1.	1.
	Ā	TTACHMENT 11
SCH F, LINE 12 - OTHER ASSETS		
OTHER NON CURRENT ASSETS	-1,489,298.	18,724,665.
TOTALS	-1,489,298.	18,724,665.
	Ā	TTACHMENT 12
SCH F, LINE 15 - OTHER CURRENT LIABILITIES		
INTERCOMPANY PAYABLE	15,551.	27,758.
TOTALS	15,551.	27,758.
	Ā	TTACHMENT 13
SCH F, LINE 19 - PAID-IN OR CAP SURPLUS		
SHARE PREMIUM	690,933.	17,417,766.
TOTALS	690,933.	17,417,766.

91-0793881

ATTACHMENT 14

FORM 5471, PAGE 4 DETAIL

SCH G, LINE 1 - 10% OWNED FOREIGN PARTNERSHIPS

PARTNERSHIP NAME FEIN RETURN FILED TAX MATTER PARTNER TAX YR BEG TAX YR END

INVESCO ASIA REAL ESTATE FUND I, LP 98-0612576

01/01/2011 12/31/2011

ATTACHMENT 15

FORM 5471, PAGE 4 DETAIL

SCH H, LINE 2H - OTHER RECONCILING ITEMS NET ADDITIONS NET SUBTRACTS

INVESTMENT INCOME

3,486,963.

TOTALS

3,486,963.

Form **5471**

(Rev. December 2011)

Information Return of U.S. Persons With Respect To Certain Foreign Corporations

See separate instr	uctions
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Department of the Treasury Internal Revenue Service Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01/2011 and ending 12/31/2011

OMB No. 1545-0704

Attachment Sequence No. 121

THE STATE OF THE S	section 000) (see matractions)	beginning UI/	01/201		ina chang_	<u> </u>	<u> </u>	oquonoo i ti	
Name of person filing this return						A Ident	tifying number	•	
CASEY FAMILY E	PROGRAMS						91-079	3881	
	lite no. (or P.O. box number if mail is	not delivered to street	t address)	B Catego	ory of filer (Se		s. Check applic		s)):
2001 EIGHTH AV	/E. SUITE 2700				1 (repe	aled) 2	3 X	4	5 X
City or town, state, and ZIP code				C Enter	, ,		e foreign corpo	ration's vot	
SEATTLE		WA 9812	21-2641		•	•	ual accounting		61.4800%
Filer's tax year beginning () 1	./01/2011 , and		31/2011	, ,				,	01.40007
	this information return is filed:	3 12/3	1/2011						
P 1 Groom(g) on whose bench	tillo illicati ilcati ilcati						(4) Chec	k applicabl	e hox(es)
(1) Name		(2) Address	(2) Address (3		(3) Identify	ing number	Shareholder	Officer	Director
									_
Important: Fill in all a	applicable lines and sched	dules All inform	nation mus	t he in	English	All amou	nte muet h	o stato	d in
	s unless otherwise indica		nation mus	or De III	Liigiisii. i	an annou	ino must p	e state	<i>a</i> 111
1a Name and address of fo		ileu.				b(1) Emp	loyer identifica	ation numbe	er. if any
	AL ESTATE PARTNERS	TT (FFFNFD)	T D				79372		,,
32 OLD SLIP, 287		II (FEEDER)	ПЕ				rence ID numb	ner (see ins	tructions)
NEW YORK, NY 100						(2)		.0. (0000	
NEW TORK, NI TO	703					c Cour	ntry under who	se laws inc	corporated
							D KINGDO		o.po.a.oa
d Date of incorporation	e Principal place of business	f Principal busi	ness activity	a Prin	cipal busine	-	h Function		
u Bate of incorporation	C 1 Throipar place of basiness	code nu		9 1 1111	cipai busine	33 activity	ii i dilotioi	iai oairoik	. y
05/06/2008	UK	53139	20				USD		
	formation for the foreign corpo			•	TATE INVEST	TMENTS	ODD		
	entifying number of branch office	•	ĭ.		tax return w	as filed en	ter:		
in the United States	, 0	5 (),	D 11 d 0.0.		tax rotarri w	11104, 011	(ii) U.S. in	come tay i	naid
			(i) Taxable income or (loss				(after all credits)		
							•		
c Name and address of for	reign corporation's statutory or i	esident agent in	d Name a	nd addre	ss (includin	g corporate	e department	, if applica	able) of
country of incorporation			person (or perso	ns) with cus	stody of the	e books and r	ecords of	the foreign
			corporation, and the location of such books and records, if				ords, if dif	ferent	
Schedule A Stock	of the Foreign Corporati	on							
Ochedule A Otock	<u> </u>			(b) N	umber of sh	ares issue	d and outstan	dina	
(a) Dosorir	otion of each class of stock		(i) D	. , ,	of annual	100 10000		of annual	
(a) Descrip	Otion of each class of stock			ccounting			٠,	ting perio	
COMMON				`	1.				1
COLITION									т.
For Denominarly Dedication	Act Nation and instruments in -						Га Б /	171 /D	. 10 0014
For Paperwork Reduction	MUL NOTICE, SEE INSTRUCTIONS.						rorm 34	r <i>r</i> i (Ke)	<i>.</i> 12-2011)

Form 5471 (Rev. 12-2011)

Schedule B U.S. Shareholders	s of Foreign Corporation (see instructions)			
	(b) Description of each class of stock held by	(c) Number of	(d) Number of	(e) Pro rata share
(a) Name, address, and identifying	shareholder. Note: This description should	shares held at	shares held at	of subpart F
number of shareholder	match the corresponding description entered in	beginning of annual		income (enter as
	Schedule A, column (a).	accounting period	accounting period	a percentage)
CASEY FAMILY PROGRAMS	COMMON	1.	1.	
2001 8TH AVENUE, SUITE 2700				
SEATTLE WA 98121				
91-0793881				61.480

Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

				Functional Currency	U.S. Dollars
	1 a	Gross receipts or sales	1a	-	
	b	Returns and allowances	1b		
	С	Subtract line 1b from line 1a	1 c		
a)	2	Cost of goods sold	2		
Income	3	Gross profit (subtract line 2 from line 1c)	3		
ည	4	Dividends	4		
=	5	Interest	5	332.	429.
	6 a	Gross rents	6a		
	b	Gross royalties and license fees	6b		
	7	Net gain or (loss) on sale of capital assets	7	-1,809,841.	-2,337,337.
	8	Other income (attach schedule) ATTACHMENT 16	8	949,264.	1,225,936.
	9	Total income (add lines 3 through 8)	9	-860,245.	-1,110,972.
	10	Compensation not deducted elsewhere	10		
	11a	Rents	11a		
	b	Royalties and license fees	11b		
2	12	Interest	12		
<u>ō</u>	13	Depreciation not deducted elsewhere	13		
Ş	14	Depletion	14		
Deductions	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15		
Δ	16	Other deductions (attach schedule - exclude provision for income, war			
		profits, and excess profits taxes) ATTACHMENT 17	16	207,271.	267,682.
	17	Total deductions (add lines 10 through 16)	17	207,271.	267,682.
a)	18	Net income or (loss) before extraordinary items, prior period			
Ĕ		adjustments, and the provision for income, war profits, and excess			
Net Income		profits taxes (subtract line 17 from line 9)	18	-1,067,516.	-1,378,654.
<u> </u>	19	Extraordinary items and prior period adjustments (see instructions)	19		
Sei	20	Provision for income, war profits, and excess profits taxes (see instructions)	20		
_	21	Current year net income or (loss) per books (combine lines 18 through 20)	21	-1,067,516.	-1,378,654.

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Form 5471 (Rev. 12-2011) Page **3**

Sc	chedule E Income, War Profits, and Excess Profi	its Taxes Paid or Accrued (see instructions)					
	(a)	Amount of tax					
	Name of country or U.S. possession	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars			
1	U.S.						
2							
3							
4							
5							
6							
7							
8	Total						

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	1	220,375.	89,530.
2 a	Trade notes and accounts receivable	2a		
b	Less allowance for bad debts	2b	((
3	Inventories	3		
4	Other current assets (attach schedule)	4		
5	Loans to shareholders and other related persons	5		
6	Investment in subsidiaries (attach schedule)	6		
7	Other investments (attach schedule) ATTACHMENT. 18	7	6,912,708.	6,570,988.
8 a	Buildings and other depreciable assets	8a		
b	Less accumulated depreciation	8b	((
	Depletable assets	9a		
	Less accumulated depletion	9b	((
10	Land (net of any amortization)	10		
11	Intangible assets:			
а	Goodwill	11a		
	Organization costs	11b		
	Patents, trademarks, and other intangible assets	11c		
d	Less accumulated amortization for lines 11a, b, and c	11d	()	()
12	Other assets (attach schedule) ATTACHMENT . 19	12	23,526.	9,100.
13	Total assets	13	7,156,609.	6,669,618.
	Liabilities and Shareholders' Equity			
14	Accounts payable	14	29,308.	88,168.
15	Other current liabilities (attach schedule)	15	·	
16	Loans from shareholders and other related persons	16		
17	Other liabilities (attach schedule)	17		
18	Capital stock:			
	Preferred stock	18a		
	Common stock	18b		
19	Paid-in or capital surplus (attach reconciliation) ATTACHMENT 20	19	7,127,301.	6,581,450.
20	Retained earnings	20		. ,
21	Less cost of treasury stock	21	((
	2000 0000 0 00000, , , , , , , , , ,			
22	Total liabilities and shareholders' equity	22	7,156,609.	6,669,618.
				Form 5/171 (Boy 12 2011)

Form **5471** (Rev. 12-2011)

Form 5471 (Rev. 12-2011) Page 4 Schedule G Other Information Νo During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign X If "Yes," see the instructions for required attachment. X During the tax year, did the foreign corporation own an interest in any trust? During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate Χ from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)? If "Yes," you are generally required to attach Form 8858 for each entity (see instructions). During the tax year, was the foreign corporation a participant in any cost sharing arrangement? During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement? Schedule H Current Earnings and Profits (see instructions) Important: Enter the amounts on lines 1 through 5c in functional currency. Current year net income or (loss) per foreign books of account -1,067,516.Net adjustments made to line 1 to determine current earnings and profits Net Net according to U.S. financial and tax Additions **Subtractions** accounting standards (see instructions): a Capital gains or losses **b** Depreciation and amortization c Depletion d Investment or incentive allowance Charges to statutory reserves f Inventory adjustments Taxes h Other (attach schedule) ATCH 21 897,221 Total net additions Total net subtractions -1,964,737.5a Current earnings and profits (line 1 plus line 3 minus line 4) b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions) 5b -1,964,737.d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as -2,537,436.defined in section 989(b) and the related regulations (see instructions)) 5d 0.7743 Enter exchange rate used for line 5d Schedule I Summary of Shareholder's Income From Foreign Corporation (see instructions) Subpart F income (line 38b, Worksheet A in the instructions) Earnings invested in U.S. property (line 17, Worksheet B in the instructions) 2 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions) 3 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions) Factoring income Total of lines 1 through 5. Enter here and on your income tax return. See instructions Dividends received (translated at spot rate on payment date under section 989(b)(1)) Exchange gain or (loss) on a distribution of previously taxed income Νo Yes Was any income of the foreign corporation blocked? Did any such income become unblocked during the tax year (see section 964(b))? If the answer to either question is "Yes," attach an explanation.

Form **5471** (Rev. 12-2011)

SCHEDULE J (Form 5471)

OMB No. 1545-0704

Identifying number 91-0793881

Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation ▶ Attach to Form 5471. See Instructions for Form 5471. Name of person filing Form 5471 Name of foreign corporation CASEY FAMILY PROGRAMS (Rev. December 2005) Department of the Treasury Internal Revenue Service

AIG EUROPEAN REAL ESTATE PARTNERS II (FEEDER) LP	ď.					
Important. Enter amounts in	(a) Post-1986 Undistributed Earnings	(b) Pre-1987 E&P Not Previously Taxed	(c) Previ	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)	structions) lances)	(d) Total Section 964(a) E&P
functional currency.	(post-86 section 959(c)(3) balance)	(pre-87 section 959(c)(3) balance)	(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	(combine columns (a), (b), and (c))
1 Balance at beginning of year	-1,549,195.					-1,549,195.
2a Current year E&P						
b Current year deficit in E&P	1,964,737.					
 3 Total current and accumulated E&P not previously taxed (line 1 plus line 2 or line 1 minus line 2b) 	-3.513.932.					
4 Amounts included under section 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxedE&P at end of year (line 1 plus line 4, minus line 5a)						
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-3,513,932.					
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	-3,513,932.					-3,513,932,

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 12-2005)

JSA 1X1665 1.000

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SCHEDULE O (Form 5471)

(Rev. December 2005)

Department of the Treasury

Internal Revenue Service Name of person filing Form 5471

Organization or Reorganization of Foreign Corporation, and Acquisitions and Dispositions of its Stock

► Attach to Form 5471. See Instructions for Form 5471.

OMB No. 1545-0704

Identifying number

CASEY FAMILY PROG	GRAMS				91	07	93881	_	
Name of foreign corporation									
AIG EUROPEAN REAI	L ESTATE PAR	TNERS II	(FEEDER)	LP					
Important: Complete a separat	te Schedule O for ea	ch foreign cor	poration for which	n information must	be reported.				
Part I To Be Completed	by U.S. Officers	and Direct	ors						
(a)		(b)		(c)	(d)		(e)		
Name of shareholder for what acquisition information is rep		Address of share	holder	Identifying number of shareholder	Date of origination 10% acquisition				
acquisition information is rep	orted			or strateholder	10 /0 acquisitio	"		aioitio	<u>'' </u>
						\perp			
D. All To Do Commission		-1-1							
Part II To Be Completed	-								
Note: If this return is names of such person				e U.S. persons, atta	ach a list showi	ng the			
			al Shareholder	Information					
	Ocotion	A — Genera	ii Onai Cholaci	(b)		\Box	(c)		
(a)		For	shareholder's latest l	J.S. income tax return fil	ed, indicate:		e (if any) sh st filed info		
Name, address, and iden		(1) Type of return (enter form	(2)	(3)		re	return under section		on
shareholder(s) filing t	(enter form number)	Date return filed	Internal Revenue S where f		6046 for the foreign corporation			gn ——	
CASEY FAMILY PROGRAM									
2001 EIGHTH AVE, SUI									
SEATTLE, WA 98121	990PF	11/15/2012	EFI	LED					
Section	B — U.S. Persons	Who Are Off	icers or Direct	ors of the Foreig	n Corporatio				
(a)				b)		(c)			heck oro-
Name of U.S. office	or director			ress	Soci		ity number	pri	ate (es)
			Address				,	Ofcr	
									_
		ootion C /	Acquisition of S	took					
	<u></u>		Acquisition of S	DIOCK					
(2)	(b)	(c)	(d)		(e) Number of share	es acquii	red		
(a)	Class of stock	Date of	Method o			25 doquii			
Name of shareholder(s) filing this schedule	acquired	acquisition	acquisition	n (1) Directly	(2) Indirec	tly	(3 Constru		ly
For Paperwork Reduction Act No	otice, see the Instructi	ons for Form 547	71.		Schedule C) (Form	1 5471) (1	2-20	05)

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Schedule O (Form 5471) (Rev	[,] 12-2005)						Page 2
(f) Amount paid or value given	(g) Name and address of person from whom sha				res were ac	quired	
			<u> </u>			·	
		Section D —	Disposition of S	Stock			
(2)		(d) (e)				(e)	
(a) Name of shareholder disposing of stock	f (b) Class of stock	(c) Date of disposition	Method of disposition		Number of shares disposed (1) (2)		(3)
			·	Direct		Indirectly	Constructively
(f) Amount received	(g) Name and address of person to whom disposition of stock was made						
	Section E — 0	Organization or R	teorganization o	f Foreigr	Corpo	ration	
		a) ress of transferor			Identify	(b) ing number (if any)	(c) Date of transfer
						5 (7)	
	(o Assets transferred t	d) to foreign corporation			(e) Description of assets transferred by, or notes or		
(1)		(2)	(3) Adjusted basis (if to was U.S. perso	ranafarar	S	ecurities issued by, fore	eign corporation
Description of assets	Fa	air market value	was U.S. pers	on)			

Section F— Additional Information

- (a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).
- (b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock
- (c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

Schedule O (Form 5471) (Rev. 12-2005)

FORM 5471, PAGE 2 DETAIL

SCH C, LINE 8 - OTHER INCOME	ATTACHMEN	NT 16
OTHER INCOME UNREALIZED GAINS	52,043. 897,221.	67,211. 1,158,725.
TOTAL	949,264.	1,225,936.
SCH C, LINE 16 - OTHER DEDUCTIONS	ATTACHMEN	NT 17
MANAGEMENT FEES GENERAL AND ADMIN EXPENSES	156,726. 50,545.	202,405. 65,277.
TOTAL	207,271.	267,682.

FORM 5471, PAGE 3 DETAIL

	BEGINNING US CURRENCY	ENDING US CURRENCY
	AT	TTACHMENT 18
SCH F, LINE 7 - OTHER INVESTMENTS		
REAL ESTATE INVESTMENT AT FAIR VALU	6,912,708.	6,570,988.
TOTALS	6,912,708.	6,570,988.
	AT	TTACHMENT 19
SCH F, LINE 12 - OTHER ASSETS		
OTHER ASSETS	23,526.	9,100.
TOTALS	23,526.	9,100.
	AT	TTACHMENT 20
SCH F, LINE 19 - PAID-IN OR CAP SURPLUS		
NET ASSETS	7,127,301.	6,581,450.
TOTALS	7,127,301.	6,581,450.

ATTACHMENT 21

FORM 5471, PAGE 4 DETAIL

SCH H, LINE 2H - OTHER RECONCILING ITEMS

NET ADDITIONS NET SUBTRACTS

UNREALIZED GAINS

897,221.

TOTALS

897,221.

(Rev. December 2011) Department of the Treasury

Information Return of U.S. Persons With Respect To Certain Foreign Corporations

► See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 0.1 / 0.1 / 2.0.1.1 and ending 1.2 / 3.1 / 2.0.1

OMB No. 1545-0704

Attachment

internal Revenue Service	section 898) (S	ee instructions)	beginning UI/	01/201	_ , Շ	ina enaing_	<u> </u>	<u> </u>	equence inc	J. 121
Name of person filing this return							A Ident	tifying numbe	r	
CASEY FAMILY P	ROGRAMS	5						91-079	3881	
Number, street, and room or su			not delivered to street	address)	B Categ	ory of filer (See	e instruction			s)):
2001 EIGHTH AVE, SUITE 2700						1 (repea	aled) 2	3 X	4	5
City or town, state, and ZIP code					C Enter	the total perce			oration's vot	
SEATTLE WA 981			WA 9812	1-2641		vned at the er	•			15.0000%
Filer's tax year beginning () 1	/01/201	1 . and		1/2011	,,,,,			aar accounting	ponou	13.0000 7
			2 0.10g 12/3	1/2011						
Person(s) on whose behalf	uns imormation i	eturri is illea.						(A) Choo	ck applicable	
(1) Name			(2) Address			(3) Identifyi	ing number	Shareholder	Officer	Director
								Sitalefloidel	Officer	Director
										<u> </u>
mportant: Fill in all a				nation mus	t be in	English. A	All amou	nts must b	e state	d in
		nerwise indica	ted.							
1a Name and address of fo	reign corporation	on					b(1) Emp	loyer identifica	ation numbe	er, if any
ACTIS AFRICA REA	L ESTATE	FUND 2 LP					98-10	07147		
2 MORE LONDON RI	VERSIDE						b(2) Refe	rence ID numb	per (see ins	tructions)
LONDON, UNITED K	INGDOM SI	E1 2JT UK								
						•	c Cour	ntry under who	ose laws inc	corporated
							UNITE	D KINGDO	MC	
d Date of incorporation	e Principal p	lace of business	f Principal busin		g Prin	cipal busines	ss activity	h Function	nal currenc	су
			code nu	mber						
04/07/2011	UK		53139	10	DD3.1 D0		NATION OF	USD		
2 Provide the following inf	_	he foreign corno				TATE INVEST	MENTS	002		
Name, address, and ide				<u> </u>		tax return wa	as filed on	tor:		
in the United States	, ,		· · · · · · · · · · · · · · · · · · ·	b 11 a 0.0.	· income	tax return we	11100, 011			
				(i) Tax	able inco	me or (loss)		(ii) U.S. in	all credits)	
								(41101	———	<u>'</u>
						/' I I'				11 > 6
 Name and address of for country of incorporation 	eign corporation	on's statutory or r	esident agent in			ss (including ns) with cus		•		,
country of incorporation						the location				
				-						
Schedule A Stock	of the Forei	gn Corporati	on							
					(b) N	umber of sha	ares issue	d and outstar	nding	
(a) Descrip	tion of each cl	ass of stock		(i) Be	eainnina	of annual		(ii) End	of annual	
(-)					counting				ting perio	
COMMON						1				
<u></u>										•
	N - 4 N - 4!			<u> </u>					474 (Day	40.0040

Form 5471 (Rev. 12-2011)

Schedule B U.S. Shareholders	s of Foreign Corporation (see instructions)			
	(b) Description of each class of stock held by	(c) Number of	(d) Number of	(e) Pro rata share
(a) Name, address, and identifying	shareholder. Note: This description should	shares held at	shares held at	of subpart F
number of shareholder	match the corresponding description entered in	beginning of annual		income (enter as
	Schedule A, column (a).	accounting period	accounting period	a percentage)
CASEY FAMILY PROGRAMS	COMMON	1.	1.	
2001 8TH AVENUE, SUITE 2700				
SEATTLE WA 98121				
91-0793881				15.000

Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

				Functional Currency	U.S. Dollars
	1 a	Gross receipts or sales	1a		
	b	Returns and allowances	1b		
	С	Subtract line 1b from line 1a	1c		
a)	2	Cost of goods sold	2		
Ĕ	3	Gross profit (subtract line 2 from line 1c)	3		
Income	4	Dividends	4		
=	5	Interest	5		334,194
	6 a	Gross rents	6a		
	b	Gross royalties and license fees	6b		
	7	Net gain or (loss) on sale of capital assets	7		
	8	Other income (attach schedule) ATTACHMENT 22	8		74,185
	9	Total income (add lines 3 through 8)	9		408,379
	10	Compensation not deducted elsewhere	10		
	11a	Rents	11a		
	b	Royalties and license fees	11b		
တ္က	12	Interest	12		552,214
<u>ō</u>	13	Depreciation not deducted elsewhere	13		
Deductions	14	Depletion	14		
eq	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15		
Ω	16	Other deductions (attach schedule - exclude provision for income, war			
		profits, and excess profits taxes) ATTACHMENT 23	16		2,694,025
	17	Total deductions (add lines 10 through 16)	17		3,246,239
a	18	Net income or (loss) before extraordinary items, prior period			
Ĕ		adjustments, and the provision for income, war profits, and excess			
Net Income		profits taxes (subtract line 17 from line 9)	18		-2,837,860
‡ 	19	Extraordinary items and prior period adjustments (see instructions)	19		
Se	20	Provision for income, war profits, and excess profits taxes (see instructions)	20		
	21	Current year net income or (loss) per books (combine lines 18 through 20)	21		-2,837,860

Form 5471 (Rev. 12-2011)

Sc	chedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (see instructions)						
		(a)	Amount of tax				
		Name of country or U.S. possession	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars		
1	U.S.						
2							
3							
4							
5							
6							
7							
8	Total						

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets		(a) Beginning of annual accounting period		(b) End of annual counting period
1	Cash	1			14,583,087.
2 a	Trade notes and accounts receivable	2a			156,146.
b	Less allowance for bad debts	2b	()()
3	Inventories	3			
4	Other current assets (attach schedule)	4			
5	Loans to shareholders and other related persons	5			
6	Investment in subsidiaries (attach schedule)	6			
7	Other investments (attach schedule) ATTACHMENT 24	7			30,877,408.
8 a	Buildings and other depreciable assets	8a			
b	Less accumulated depreciation	8b	()()
	Depletable assets	9a			
	Less accumulated depletion	9b	()()
10	Land (net of any amortization)	10			
11	Intangible assets:				
а	Goodwill	11a			
	Organization costs	11b			
С	Patents, trademarks, and other intangible assets	11c			
	Less accumulated amortization for lines 11a, b, and c	11d	()()
12	Other assets (attach schedule)	12			
13	Total assets	13			45,616,641.
	Liabilities and Shareholders' Equity				
	Liabilities and Onarcholders Equity				
14	Accounts payable	14			
15	Other current liabilities (attach schedule) ATTACHMENT 25	15			38,889,359.
16	Loans from shareholders and other related persons	16			
17	Other liabilities (attach schedule)	17			
18	Capital stock:				
а	Preferred stock	18a			
b	Common stock	18b			
19	Paid-in or capital surplus (attach reconciliation) ATTACHMENT 26	19			6,727,282.
20	Retained earnings	20			
21	Less cost of treasury stock	21	()()
22	Total liabilities and shareholders' equity	22			45,616,641.
_			1		5/71 (Pay 12 2011)

Form **5471** (Rev. 12-2011)

Form 5471 (Rev. 12-2011) Page 4 Schedule G Other Information Νo During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign X If "Yes," see the instructions for required attachment. X During the tax year, did the foreign corporation own an interest in any trust? During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate Χ from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)? If "Yes," you are generally required to attach Form 8858 for each entity (see instructions). During the tax year, was the foreign corporation a participant in any cost sharing arrangement? During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement? Schedule H Current Earnings and Profits (see instructions) Important: Enter the amounts on lines 1 through 5c in functional currency. -2.837.860.Current year net income or (loss) per foreign books of account Net adjustments made to line 1 to determine current earnings and profits Net Net according to U.S. financial and tax Additions **Subtractions** accounting standards (see instructions): a Capital gains or losses **b** Depreciation and amortization c Depletion d Investment or incentive allowance Charges to statutory reserves f Inventory adjustments Taxes h Other (attach schedule) ATCH 27 74,185. Total net additions Total net subtractions -2,912,045.5a Current earnings and profits (line 1 plus line 3 minus line 4) b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions) 5b -2,912,045. d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as -2,912,045.defined in section 989(b) and the related regulations (see instructions)) 5d 1.0000 Enter exchange rate used for line 5d Schedule I Summary of Shareholder's Income From Foreign Corporation (see instructions) Subpart F income (line 38b, Worksheet A in the instructions) Earnings invested in U.S. property (line 17, Worksheet B in the instructions) 2 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions) 3 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions) Factoring income Total of lines 1 through 5. Enter here and on your income tax return. See instructions Dividends received (translated at spot rate on payment date under section 989(b)(1)) Exchange gain or (loss) on a distribution of previously taxed income Νo Was any income of the foreign corporation blocked? Did any such income become unblocked during the tax year (see section 964(b))? If the answer to either question is "Yes," attach an explanation.

91-0793881

SCHEDULE J (Form 5471) Internal Revenue Service

Name of person filing Form 547'

Name of foreign corporation CASEY FAMILY PROGRAMS

(Rev. December 2005) Department of the Treasury

OMB No. 1545-0704

Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

▶ Attach to Form 5471. See Instructions for Form 5471.

Identifying number

(combine columns -2,912,045 (d) Total Section (a), (b), and (c)) 964(a) E&P (iii) Subpart F Income (c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances) (ii) Earnings Invested in Excess Passive Assets Earnings Invested in U.S. Property (Not Previously Taxed 959(c)(3) balance) (b) Pre-1987 E&P (pre-87 section Undistributed Earnings 959(c)(3) balance) (post-86 section 2,912,045 -2,912,045 -2,912,045 (a) Post-1986 plus line 2a or line 1 minus line 2b) ACTIS AFRICA REAL ESTATE FUND 2 LP Amounts included under section Important. Enter amounts in E&P not previously taxed (line 1 Total current and accumulated amount from line 6a or line 6b, E&P at end of year (line 1 plus section 959(c) in current year Balance of E&P not previously Balance at end of year. (Enter Balance at beginning of year 951(a) or reclassified under Balance of previously taxed minus line 4, minus line 5b) taxed at end of year (line 3 **b** Current year deficit in E&P nonpreviously taxed E&P whichever is applicable.) 5a Actual distributions or Actual distributions of functional currency. previously taxed E&P line 4, minus line 5a) reclassifications of 2a Current year E&P ٩ 6a 4 ٩

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 12-2005)

JSA 1X1665 1.000

2679BD D15X

010

SCHEDULE O (Form 5471)

(Rev. December 2005)

Organization or Reorganization of Foreign Corporation, and Acquisitions and **Dispositions of its Stock**

► Attach to Form 5471. See Instructions for Form 5471.

Department of the Treasury Internal Revenue Service

Name of person filing Form 5471

Identifying number

CASEY FAMILY PROGRAMS

91-0793881

OMB No. 1545-0704

Name of foreign corporation

ACTIS AFRICA REAL ESTATE FUND 2 LP

Part I To Be Completed by U.S. Officers and Directors

Important: Complete a separate Schedule O for each foreign corporation for which information must be reported.

(a) Name of shareholder for w acquisition information is rep		(b) Address of shareh	nolder	(c) Identifying number of shareholder		i) original quisition	Date of ad	ditior				
	s required because on	e or more shar		ne U.S. persons, at	tach a list s	showing	the					
names of such perso	ns and the date each		<i>person.</i> I Shareholder	Information					_			
(a)				(b) t U.S. income tax return	filed, indicate:		(c) Date (if any) sh					
Name, address, and ider shareholder(s) filing	this schedule	(1) Type of return (enter form number)	(2) Date return filed	Internal Revenue where	Service Cent	er	return under 6046 for the corporat	forei				
CASEY FAMILY PROGRAM 2001 EIGHTH AVE, SUI												
SEATTLE, WA 98121		990PF	11/15/201	2 EF	'ILED							
Section	B— U.S. Persons	Who Are Off	icers or Direc	tors of the Forei	gn Corpo	ration			_			
(a) Name of U.S. office	r or director			(b)		Social s	(c) security number		pro iate			
								Ofcr	D			
	Se	ection C — A	cquisition of	Stock					_			
(a)	(b)					INUITIL		(e) Number of shares acquired				
ame of shareholder(s) filing this schedule	of shareholder(s) filing this schedule acquired acquisition Method of acquisition		(1)	, 1	(2) ndirectly	(3 Constru		ŀly				
									_			
									_			

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule O (Form 5471) (12-2005)

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired

Section D - Disposition of Stock

(a) Name of shareholder disposing of	a of about aldered and a second (b)		(e) Number of shares disposed of			
stock	Class of stock	Date of disposition	Method of disposition	(1) Directly	(2) Indirectly	(3) Constructively
(f) Amount received		Name and	(g) Name and address of person to whom disposition of stock was made			

Section E — Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor	(b) Identifying number (if any)	(c) Date of transfer
CASEY FAMILY PROGRAMS		
2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121	91-0793881	06/17/2011

Assets t	(e) Description of assets transferred by, or notes or		
(1) Description of assets			securities issued by, foreign corporation
CASH	1,447,464.	1,447,464.	NONE

Section F— Additional Information

- (a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).
- (b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock
- (c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

Schedule O (Form 5471) (Rev. 12-2005)

2,694,025.

FORM 5471, PAGE 2 DETAIL

TOTAL

	ATTACHMENT 22
SCH C, LINE 8 - OTHER INCOME	
UNREALIZED GAINS	74,185.
TOTAL	74,185.
SCH C, LINE 16 - OTHER DEDUCTIONS	ATTACHMENT 23
MANAGEMENT FEES FUND ESTABLISHMENT COSTS ACCRUED INTEREST GP PRIORITY SHARE OF PROFITS OTHER EXPENSES	1,166,781. 712,628. 267,579. 1,000. 546,037.

FORM 5471, PAGE 3 DETAIL

	BEGINNING	ENDING
	US CURRENCY	US CURRENCY
		ATTACHMENT 24
SCH F, LINE 7 - OTHER INVESTMENTS		
REAL ESTATE INVESTMENTS		30,877,408.
TOTALS		30,877,408.
		ATTACHMENT 25
SCH F, LINE 15 - OTHER CURRENT LIABILITIES		
CREDITORS AMOUNTS DUE WITHIN ONE YE		38,889,359.
TOTALS		38,889,359.
		ATTACHMENT 26
SCH F, LINE 19 - PAID-IN OR CAP SURPLUS		
PARTNERS FUNDS		6,727,282.
TOTALS		6,727,282.

ATTACHMENT 27

FORM 5471, PAGE 4 DETAIL

SCH H, LINE 2H - OTHER RECONCILING ITEMS

NET ADDITIONS NET SUBTRACTS

UNREALIZED GAINS

74,185.

TOTALS

74,185.

Form **926**

(Rev. December 2011)

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury Internal Revenue Service

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. **128**

Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
 1 If the transferor was a corporation, complete questions 1a throwall fit the transfer was a section 361(a) or (b) transfer, was the transfer or fewer domestic corporations? b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying numbers. 	nsferor controlled (under section 368(c)) by Yes No
Controlling shareholder	Identifying number
 c If the transferor was a member of an affiliated group filing a co-corporation? If not, list the name and employer identification number (EIN) or 	Yes No
Name of parent corporation	EIN of parent corporation
 d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: 	
Name of partnership	EIN of partnership
b Did the partner pick up its pro rata share of gain on the transfer c Is the partner disposing of its entire interest in the partnership?	
d Is the partner disposing of an interest in a limited partnership the securities market?	hat is regularly traded on an established Yes X No
Part II Transferee Foreign Corporation Information (see in	,
Name of transferee (foreign corporation)	4 Identifying number, if any
LUX_E-SHELTER_1_SARL 5 Address (including country)	FOREIGNUS KROLL L-1882 LUXEMBOURG
LU	KOLL L-1002 LUXEMDOUKG
6 Country code of country of incorporation or organization (see in	nstructions)
J.U	
7 Foreign law characterization (see instructions)	
CORPORATION	
B Is the transferee foreign corporation a controlled foreign corpor	ration? Yes X No
or Panerwork Reduction Act Notice see senarate instructions	Earm 926 (Pay 12 201

Form 926 (Rev. 12-2011) Page **2**

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	11/28/2011		235,912.		
Otanland					
Stock and securities					
Installment					
obligations,					
account receivables or					
similar property					
Foreign currency					
or other property					
denominated in foreign currency					
Inventory					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or					
business not listed					
under another category					
Intangible					
property					
Property to be leased					
(as described in final and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as					
described in Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests (as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					
-			ı		

Supplemental Information Required To Be Reported (see instructions):			

Form 926 (Rev. 12-2011) Page **3**

Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: ______ % **(b)** After <u>. 0478</u> % Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Yes No **b** Gain recognition under section 904(f)(5)(F) Χ Yes No Χ No c Recapture under section 1503(d) Yes d Exchange gain under section 987 Yes Nο X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Χ Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No d Any other income recognition provision contained in the above-referenced regulations Χ Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. 12-2011)

Attachment To Form 926, Part III, Supplemental Information Required To Be Reported

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Lux E-Shelter 1 Sarl
 EIN: FOREIGNUS
 5, Rue Guillaume Kroll
 L-1882 Luxembourg
 Country Of Incorporation: Luxembourg

(ii): Transfer of security/asset in the \$235,912 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$235,912 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable

Form **926**

(Rev. December 2011)

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury Internal Revenue Service

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. **128**

Part I U.S. Transferor Information (see instructions)	
lame of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
 If the transferor was a corporation, complete questions 1a through a lift the transfer was a section 361(a) or (b) transfer, was the transfer or fewer domestic corporations? Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying nur 	nsferor controlled (under section 368(c)) by Yes No
in not, list the controlling shareholder(s) and their identifying har	inder(s).
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a concorporation? If not, list the name and employer identification number (EIN) on the Name of parent corporation.	Yes No
Name of parent corporation	EIN OF PARENT CORPORATION
d Have basis adjustments under section 367(a)(5) been made? .	Yes No
If the transferor was a partner in a partnership that was the complete questions 2a through 2d.a List the name and EIN of the transferor's partnership:	actual transferor (but is not treated as such under section 367
Name of partnership	EIN of partnership
ABRY ADVANCED SECURITIES FUND II, LP	98-0685890
 b Did the partner pick up its pro rata share of gain on the transfer c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership the 	r of partnership assets? Yes X No Yes X No hat is regularly traded on an established
securities market?	nstructions)
Name of transferee (foreign corporation)	4 Identifying number, if any
LUX E-SHELTER 1 SARL	FOREIGNUS
5 Address (including country) 5, RUE GUILLAUME K	KROLL L-1882 LUXEMBOURG
LU 6 Country code of country of incorporation or organization (see in	nstructions)
	,
7 Foreign law characterization (see instructions)	
CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corporation	ration? Yes X No
or Paperwork Reduction Act Notice, see separate instructions.	Form 926 (Rev. 12-201

Form 926 (Rev. 12-2011) Page **2**

Part III Information Regarding Transfer of Property (see instructions)

Cash Stock and securities Installment subligations, account seceivables or similar property Foreign currency or other property denominated in oreign currency	transfer 11/28/2011		date of transfer 119,279.		(e) Gain recognized or transfer
nstallment bbligations, account eccivables or similar property Foreign currency or other property denominated in					
ecurities Installment bligations, ecount eceivables or milar property oreign currency r other property enominated in					
ecurities Installment bligations, ccount eccivables or imilar property oreign currency r other property enominated in					
nstallment bligations, ccount eccivables or imilar property oreign currency r other property enominated in					
bligations, ccount cerivables or milar property oreign currency r other property enominated in					
bligations, ccount eceivables or imilar property oreign currency r other property enominated in					
oreign currency or other property					
occount occivables or milar property oreign currency r other property enominated in					
oreign currency r other property enominated in					
oreign currency other property enominated in					
other property enominated in					
other property enominated in					
enominated in					
reign currency					
, F					
ventory					
ssets subject toepreciation					
ecapture (see					
emp. Regs. sec.					
.367(a)-4T(b))					
angible property					
sed in trade or					
usiness not listed					
nder another ategory					
ategory					
_					
tangible					
roperty					
roperty to be leased as described in final					
nd temp. Regs. sec.					
.367(a)-4(c))					
roperty to be					
old (as escribed in					
emp. Regs. sec.					
.367(a)-4T(d))					
ransfers of oil and					
as working interests					
s described in					+
emp. Regs. sec.					
367(a)-4T(e))					
Г		<u> </u>		<u> </u>	
other property					
			+		

Supplemental Information Required To Be Reported (see instructions):		
	_	

Form 926 (Rev. 12-2011) Page **3**

Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: ______ % **(b)** After <u>. 0242</u> % Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Yes No **b** Gain recognition under section 904(f)(5)(F) Χ Yes No Χ No c Recapture under section 1503(d) Yes d Exchange gain under section 987 Yes Nο X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Χ Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No d Any other income recognition provision contained in the above-referenced regulations Χ Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the

Form **926** (Rev. 12-2011)

transaction:

Attachment To Form 926, Part III, Supplemental Information Required To Be Reported

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Lux E-Shelter 1 Sarl
 EIN: FOREIGNUS
 5, Rue Guillaume Kroll
 L-1882 Luxembourg
 Country Of Incorporation: Luxembourg

(ii): Transfer of security/asset in the \$119,279 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 119,279 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable

Form **926**

(Rev. December 2011)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. **128**

Part I U.S. Transferor Information (see instructions)	
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
1 If the transferor was a corporation, complete questions 1a thro	ugh 1d.
a If the transfer was a section 361(a) or (b) transfer, was the tra	
5 or fewer domestic corporations?	
b Did the transferor remain in existence after the transfer?	X Yes No
If not, list the controlling shareholder(s) and their identifying nu	mber(s):
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a co	onsolidated return, was it the parent
corporation? If not, list the name and employer identification number (EIN) of	of the parent corporation:
Name of parent corporation	EIN of parent corporation
d Have basis adjustments under section 367(a)(5) been made?	Yes No
2 If the transferor was a partner in a partnership that was the	actual transferor (but is not treated as such under section 367)
complete questions 2a through 2d.	
a List the name and EIN of the transferor's partnership:	
Name of partnership	EIN of partnership
ACMIC APPICA PEAL ECHAME EIND 2 ID	98-1007147
ACTIS AFRICA REAL ESTATE FUND 2 LP b Did the partner pick up its pro rata share of gain on the transfer	
c Is the partner disposing of its entire interest in the partnership?	
d Is the partner disposing of an interest in a limited partnership t	
securities market?	
Part II Transferee Foreign Corporation Information (see in	nstructions)
3 Name of transferee (foreign corporation)	4 Identifying number, if any
ACTIS AFRICA REAL ESTATE FUND 2 LP	98-1007147
5 Address (including country) 2 MORE LONDON RIVE	
UK	
6 Country code of country of incorporation or organization (see i	nstructions)
UK	
7 Foreign law characterization (see instructions)	
PARTNERSHIP	
8 Is the transferee foreign corporation a controlled foreign corpor	
For Paperwork Reduction Act Notice, see separate instructions.	Form 926 (Rev. 12-2011

Form 926 (Rev. 12-2011) Page **2**

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	06/17/2011		1,447,454.		
Stock and					
ecurities					
nstallment bligations,					
ccount					
eceivables or					
imilar property					
oreign currency r other property					
enominated in					
oreign currency					
-					
nventory					
-					
epreciation					
ecapture (see					
emp. Regs. sec.					
.367(a)-4T(b))					
angible property sed in trade or					
usiness not listed					
nder another					
ategory					
ntangible					
roperty					
roperty to be leased					
as described in final					
nd temp. Regs. sec.					
.367(a)-4(c))					
roperty to be					
old (as					
escribed in					
emp. Regs. sec. .367(a)-4T(d))					
ransfers of oil and					
as working interests					
as described in					
emp. Regs. sec.					
.367(a)-4T(e))					
Other property					
,					

Supplemental Information Required To Be Reported (see instructions):		

Form 926 (Rev. 12-2011) Page **3**

Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: ______ % **(b)** After 15.0000 % Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Yes No **b** Gain recognition under section 904(f)(5)(F) Χ Yes No Χ No c Recapture under section 1503(d) Yes d Exchange gain under section 987 Yes Nο X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Χ Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No d Any other income recognition provision contained in the above-referenced regulations Χ Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. 12-2011)

Attachment To Form 926, Part III, Supplemental Information Required To Be Reported

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Actis Africa Real Estate Fund 2 LP

EIN: 98-1007147

2 More London Riverside

London SE1 2JT

Country Of Incorporation: United Kingdom

(ii): Transfer of security/asset in the \$1,447,454 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 1,447,454 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable

(Rev. December 2011)

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury Internal Revenue Service

Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Name of transferor Identifying number (see instruct CASEY FAMILY PROGRAMS 91-0793881 1 If the transferor was a corporation, complete questions 1a through 1d. a If the transferor was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes	No No
If the transfer was a corporation, complete questions 1a through 1d. a if the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?. b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying number(s): Controlling shareholder Controlling shareholder Identifying number c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under sect complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	1
a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder	1
5 or fewer domestic corporations? Yes b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder Controlling shareholder Identifying number Corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under sect complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	1
b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder Controlling shareholder Controlling shareholder Identifying number Identifying	1
Controlling shareholder Controlling shareholder Identifying number c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under sect complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	No
Controlling shareholder c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under sect complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	
c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under sect complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under sect complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under sect complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	
Yes If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation	
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under sect complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	
Yes If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation	
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under sect complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under sect complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	
d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under sect complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	No
If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under sect complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	
2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under sect complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	
complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	No
a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	on 367
Name of partnership EIN of partnership	
ALCION RE PARTNERS TAY-FYEMPT FIND II 26-3367751	
b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes	No
c Is the partner disposing of its entire interest in the partnership?	7
d Is the partner disposing of an interest in the partnership that is regularly traded on an established	140
securities market?	No
Part II Transferee Foreign Corporation Information (see instructions)	
3 Name of transferee (foreign corporation) 4 Identifying number, if an	у
ALCION CANADA INC. FOREIGNUS	
5 Address (including country) 333 BAY STREET SUITE 3400	
TORONTO ONTARIO CA M5H 2S7	
6 Country code of country of incorporation or organization (see instructions)	
CA 7 Foreign law characterization (see instructions)	
8 Is the transferee foreign corporation a controlled foreign corporation? X Yes No	
for Paperwork Reduction Act Notice, see separate instructions.	

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		285,349.		
ta ala an d					
tock and ecurities					
ecuniles			+		
stallment					
oligations,					
count					
ceivables or					
milar property					
oreign currency					
other property					
enominated in					
reign currency					
ventory					
-					
ssets subject to					
epreciation ecapture (see					
emp. Regs. sec.					
.367(a)-4T(b))					
angible property					
sed in trade or			+		
usiness not listed					
nder another					
ategory					
tangible					
operty					
roperty to be leased			+		
s described in final					
nd temp. Regs. sec.					
367(a)-4(c))					
roperty to be					
old (as					
escribed in					
emp. Regs. sec.					
367(a)-4T(d))					
ansfers of oil and					
s working interests s described in					
mp. Regs. sec.					
367(a)-4T(e))					
(=/ / . (♥//					
-			+		
ther property					

Supplemental Information Required To Be Reported (see instructions):					

Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: _____ % **(b)** After 3.209 % Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Yes No **b** Gain recognition under section 904(f)(5)(F) Χ Yes No Χ No c Recapture under section 1503(d) Yes d Exchange gain under section 987 Yes Nο X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Χ Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No d Any other income recognition provision contained in the above-referenced regulations Χ Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the

Form **926** (Rev. 12-2011)

transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Alcion Canada Inc. EIN: FOREIGNUS 333 Bay Street, Suite 3400 Toronto, Ontario M5H 2S7 Country Of Incorporation: Canada

(ii): Transfer of security/asset in the \$285,349 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 285,349 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2011)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
 1 If the transferor was a corporation, complete questions 1a through the transfer was a section 361(a) or (b) transfer, was the transfer domestic corporations? b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying numbers. 	ugh 1d. seferor controlled (under section 368(c)) by Yes No X Yes No
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a corcorporation? If not, list the name and employer identification number (EIN) or	Yes No
Name of parent corporation	EIN of parent corporation
 d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: 	Yes No actual transferor (but is not treated as such under section 367)
Name of partnership	EIN of partnership
CHARLESBANK EQUITY FUND VII, LP b Did the partner pick up its pro rata share of gain on the transfer c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership th securities market?	Yes X No nat is regularly traded on an established
Part Transferee Foreign Corporation Information (see in	
PEMBROKE, BERMUDA, HM08 BD 6 Country code of country of incorporation or organization (see in	4 Identifying number, if any 98-0428969 94 PITTS BAY ROAD structions)
7 Foreign law characterization (see instructions) CORPORATION 8 Is the transferee foreign corporation a controlled foreign corporation.	ation? Yes X No

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		941,489.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory .					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):					
	_				

Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: _____ % **(b)** After 6.96 % Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Yes No **b** Gain recognition under section 904(f)(5)(F) Χ Yes No Χ No c Recapture under section 1503(d) Yes d Exchange gain under section 987 Yes Nο X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Χ a Tainted property Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes Νo d Any other income recognition provision contained in the above-referenced regulations Χ Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the

Form **926** (Rev. 12-2011)

transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Montpelier RE Holdings Ltd.

EIN: 98-0428969 Montpelier House 94 Pitts Bay Road

Pembroke, Bermuda, HM08

Country Of Incorporation: Bermuda

(ii): Transfer of security/asset in the \$941,489 in consideration of ordinary shares. amount of

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 941,489 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2011)

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury Internal Revenue Service

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)		
Name of transferor			Identifying number (see instructions)
CASEY FAMILY PROGRAMS			91-0793881
1 If the transferor was a corporation, cor	nplete questions 1a throu	gh 1d.	
a If the transfer was a section 361(a) or			
5 or fewer domestic corporations?			Yes No
b Did the transferor remain in existence	after the transfer?		X Yes No
If not, list the controlling shareholder(s) and their identifying num	ber(s):	
Controlling sharehold	ler	Ident	tifying number
c If the transferor was a member of an a	iffiliated group filing a con	solidated return was it the po	pront
a a reaction?			Yes No
Name of parent corporation		EIN of p	parent corporation
d Have basis adjustments under section	367(a)(5) been made?		Yes No
2 If the transferor was a partner in a p	artnership that was the	actual transferor (but is not	treated as such under section 367),
complete questions 2a through 2d.			
a List the name and EIN of the transferor	's partnership:		
Name of partnershi	р	EIN	of partnership
HORSLEY BRIDGE INTERNATION	ONINT VI T D	26_	3072050
b Did the partner pick up its pro rata sha			
c Is the partner disposing of its entire int			
d Is the partner disposing of an interest i			
securities market?		0 ,	
Part II Transferee Foreign Corporat	ion Information (see ins	structions)	71
3 Name of transferee (foreign corporation	•	,	4 Identifying number, if any
CDH FUND IV FEEDER, L.P.	•		98-0625257
CDH FUND IV FEEDER, L.P. 5 Address (including country) P.O.	BOX 309, UGLAI	ND HOUSE, GRAND	CAYMAN, KY1-1104, CJ
CJ			, <u> </u>
6 Country code of country of incorporation	on or organization (see ins	structions)	
<u>CJ</u>			
7 Foreign law characterization (see instru	•		
EXEMPTED LIMITED PARTNER	SHIP		
8 Is the transferee foreign corporation a		tion?	
For Paperwork Reduction Act Notice, see separa	ate instructions.		Form 926 (Rev. 12-2011)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		167,370.		
Otaniana					
Stock and securities					
Installment					
obligations, account					
receivables or					
similar property					
Foreign currency					
or other property denominated in					
foreign currency					
Inventory					
inventory					
Assets subject to depreciation					
recapture (see					
Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property					
used in trade or business not listed					
under another					
category					
Intangible					
property					
Property to be leased					
(as described in final and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as					
described in Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and gas working interests					
(as described in					
Temp. Regs. sec. 1.367(a)-4T(e))					
(=/, (=//					
Other property					
outer property					

Supplemental Information Required To Be Reported (see instructions):					
	_				

Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: (a) Before UNKNOWN % (b) After UNKNOWN Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Yes No **b** Gain recognition under section 904(f)(5)(F) Χ Yes No Χ No c Recapture under section 1503(d) Yes d Exchange gain under section 987 Yes Nο X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Χ Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No d Any other income recognition provision contained in the above-referenced regulations Χ Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. 12-2011)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs

EIN: 91-0793881

2001 Eighth Ave., Suite 2700

Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): CDH Fund IV Feeder, L.P.

EIN: 98-0625257

P.O. Box 309, Ugland House,

Grand Cayman, KY1-1104, CJ

Country Of Incorporation: Cayman Islands

(ii): Transfer of security/asset in the

\$ 167,370

in consideration of ordinary shares.

amount of

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 167,370

amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2011)

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury Internal Revenue Service

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)	•		
Name of transferor	Identifying number (see instructions)		
CASEY FAMILY PROGRAMS	91-0793881		
1 If the transferor was a corporation, complete questions 1a thro	ugh 1d.		
a If the transfer was a section 361(a) or (b) transfer, was the tra			
5 or fewer domestic corporations?			
b Did the transferor remain in existence after the transfer?	X Yes No		
If not, list the controlling shareholder(s) and their identifying nu	mber(s):		
Controlling shareholder	Identifying number		
c If the transferor was a member of an affiliated group filing a co	peolidated return, was it the parent		
corporation? If not, list the name and employer identification number (EIN) of	of the parent corporation:		
Name of parent corporation	EIN of parent corporation		
d. Have been adjustment and a cation 207/aV/5) been made?			
d Have basis adjustments under section 367(a)(5) been made?	Yes No		
2 If the transferor was a partner in a partnership that was the	actual transferor (but is not treated as such under section 367),		
complete questions 2a through 2d.			
a List the name and EIN of the transferor's partnership:			
Name of partnership	EIN of partnership		
·			
THE RESOLUTE FUND II SIE, L.P.	98-0587497		
b Did the partner pick up its pro rata share of gain on the transfer			
c Is the partner disposing of its entire interest in the partnership?			
d Is the partner disposing of an interest in a limited partnership t			
securities market?			
Part II Transferee Foreign Corporation Information (see in	nstructions)		
3 Name of transferee (foreign corporation)	4 Identifying number, if any		
MILESTONE AVIATION GROUP LIMITED	98-0657545		
5 Address (including country) BLOCK 4, HARCOURT	CENTER HARCOURT ROAD, DUBLIN 2		
IRELAND EI 6 Country code of country of incorporation or organization (see i	nstructions)		
	ion donorioj		
7 Foreign law characterization (see instructions)			
CORPORATION			
8 Is the transferee foreign corporation a controlled foreign corpor	ration? X Yes No		
For Paperwork Reduction Act Notice, see separate instructions.	Form 926 (Rev. 12-2011)		

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		914,458.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):					
	_				
	_				

Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: (a) Before <u>. 3247</u> % (b) After <u>. 3248</u> % Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 10 Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Yes No **b** Gain recognition under section 904(f)(5)(F) Χ Yes No Χ No c Recapture under section 1503(d) Yes d Exchange gain under section 987 Yes Nο X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Χ Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes Χ No d Any other income recognition provision contained in the above-referenced regulations Χ Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the

transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the

Form **926** (Rev. 12-2011)

transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs
EIN: 91-0793881
2001 Eighth Ave., Suite 2700
Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Milestone Aviation Group Limited

EIN: 98-0657545

Block 4, Harcourt Center, Harcourt Road, Dublin 2

Ireland

Country of Incorporation: Bermuda

(ii): Transfer of security/asset in the \$914,458 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$914,458 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2011)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part	,		
	of transferor		Identifying number (see instructions)
	SEY FAMILY PROGRAMS		91-0793881
	If the transferor was a corporation, complete questions 1a throu	_	
	If the transfer was a section 361(a) or (b) transfer, was the trans	•	
	5 or fewer domestic corporations?		
b	Did the transferor remain in existence after the transfer?		
	If not, list the controlling shareholder(s) and their identifying num	ber(s):	
	Controlling shareholder	Ident	tifying number
	If the transferor was a member of an affiliated group filing a con corporation? If not, list the name and employer identification number (EIN) of		arent Yes No
	Name of parent corporation		parent corporation
d	Have basis adjustments under section 367(a)(5) been made?		Yes No
	If the transferor was a partner in a partnership that was the accomplete questions 2a through 2d.	actual transferor (but is not	treated as such under section 367
	List the name and EIN of the transferor's partnership:		
	Name of partnership	EIN	of partnership
снт	ELD, LP	98-	1009474
	Did the partner pick up its pro rata share of gain on the transfer of		
	Is the partner disposing of its entire interest in the partnership?		
	Is the partner disposing of an interest in a limited partnership th		
:	securities market?		Yes X No
Part		structions)	
	Name of transferee (foreign corporation)		4 Identifying number, if any
	ISURE MIDHOLDINGS AB		FOREIGNUS
	Address (including country) BOX 392, 201 23 M	ALMO	
	EDEN SW Country code of country of incorporation or organization (see in-	structions)	
	Country code of country of incorporation of organization (see in	ou acutionoj	
<u>SW</u> 7	Foreign law characterization (see instructions)		
	PORATION		
	Is the transferee foreign corporation a controlled foreign corpora	tion?	Yes X No
	aperwork Reduction Act Notice, see separate instructions.		Form 926 (Rev. 12-201

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	09/02/2011	' ' '	784,146.		
			,		
Stock and					
securities					
Installment					
obligations,					
account receivables or					
similar property					
Foreign currency					
or other property					
denominated in					
foreign currency					
Inventory					
Assets subject to					
depreciation					
recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property					
used in trade or business not listed					
under another					
category					
Intangible					
property					
Property to be leased (as described in final					
and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests					
(as described in					
Temp. Regs. sec. 1.367(a)-4T(e))					
(۵/(٥//					
Other property					

Supplemental Information Required To Be Reported (see instructions):					

Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: (a) Before 0.00 % (b) After 0.05408 % Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Yes No **b** Gain recognition under section 904(f)(5)(F) Χ Yes No Χ No c Recapture under section 1503(d) Yes d Exchange gain under section 987 Yes Nο X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Χ Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes Χ No d Any other income recognition provision contained in the above-referenced regulations Χ Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. 12-2011)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Venisure Midholdings AB

EIN: FOREIGNUS Box 392, 201 23 Malmo

Switzerland

Country Of Incorporation: Switzerland

(ii): Transfer of security/asset in the \$ 784,146. in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 784,146. amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2011)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I	,		
	of transferor		Identifying number (see instructions)
CAS	SEY FAMILY PROGRAMS		91-0793881
1 If	the transferor was a corporation, complete questions 1a throu	gh 1d.	
	the transfer was a section 361(a) or (b) transfer, was the trans		1 11 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
	or fewer domestic corporations?		
b D	old the transferor remain in existence after the transfer?		X Yes No
lf	not, list the controlling shareholder(s) and their identifying num	nber(s):	
	Controlling shareholder	lden	tifying number
С	the transferor was a member of an affiliated group filing a con orporation? not, list the name and employer identification number (EIN) of		arent Yes No
	Name of parent corporation	EIN of p	parent corporation
d H	lave basis adjustments under section 367(a)(5) been made?		Yes No
	the transferor was a partner in a partnership that was the	actual transferor (but is not	treated as such under section 367
	omplete questions 2a through 2d. ist the name and EIN of the transferor's partnership:		
	Name of partnership	EIN	of partnership
m <i>C</i> 7.7	7/TT (A) I D	7.5	2257057
	VII (A) L.P. Did the partner pick up its pro rata share of gain on the transfer of		3257857 Yes X No
	s the partner disposing of its entire interest in the partnership?		
	s the partner disposing of an interest in a limited partnership the		
	ecurities market?		
Part		structions)	
3 N	lame of transferee (foreign corporation)	,	4 Identifying number, if any
SITE	ECORE CORPORATION A/S		FOREIGNUS
5 A	ddress (including country) VESTER FARIMAGSGAD	E 3 1606 COPENH	IAGEN V, DENMARK
D <i>P</i>		()	
	Country code of country of incorporation or organization (see ins	structions)	
DA _	Control to the control of the form to the first		
	oreign law characterization (see instructions)		
CORE	PORATION s the transferee foreign corporation a controlled foreign corpora	stion?	W 77 M
		uon:	
ror Pap	perwork Reduction Act Notice, see separate instructions.		Form 926 (Rev. 12-201

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/02/2011		336,080.		
Stock and					
securities					
Installment					
obligations, account					
receivables or					
similar property					
Foreign currency					
or other property					
denominated in foreign currency					
Inventory					
inventory					
Assets subject to					
depreciation					
recapture (see					
Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property					
used in trade or					
business not listed					
under another					
category					
Intangible					
property					
Property to be leased					
(as described in final					
and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as					
described in					
Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and					
gas working interests					
(as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):					

9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:			
(a	a) Before <u>. 975197</u> % (b) After <u>. 975894</u> %			
10	Type of nonrecognition transaction (see instructions) ▶ <u>IRC SECTION 351</u>			
11 a b c	Indicate whether any transfer reported in Part III is subject to any of the following: Gain recognition under section 904(f)(3) Gain recognition under section 904(f)(5)(F) Recapture under section 1503(d)	Ye Ye	s X	X No
d	Exchange gain under section 987	Ye		No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?	Ye	s X	No
b c	Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Tainted property Depreciation recapture Branch loss recapture Any other income recognition provision contained in the above-referenced regulations	Ye Ye Ye	es X	X No X No X No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?	Ye	s X	No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	Ye	s X	No.
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶\$			
16	Was cash the only property transferred?	X Ye	s	No
17a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	Ye	s X	∑ No
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:			
		026	<u></u>	

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Sitecore Corporation A/S EIN: FOREIGNUS Vester Farimagsgade 3 1606 Copenhagen V, Denmark Country Of Incorporation: Denmark

(ii): Transfer of security/asset in the \$336,080 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 336,080 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2011)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

ASEY FAMILY PROGRAMS 1 If the transferor was a corporation, complete questions 1a through 1d. a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) b. 5 or fewer domestic corporations? b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder Controlling shareholder Identifying number(s): Controlling shareholder Identifying number(s): Controlling shareholder Identifying number(s): Rame of parent corporation Name of parent corporation EIN of parent corporation: If the transferor was a partner in a partnership that was the actual transferor (but is not treated as complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership EIN of partnership EIN of partnership Bill of partnership assets? Is the partner disposing of its entire interest in the partnership that is regularly traded on an established securities market? Part III Transferore Foreign Corporation Information (see instructions)	number (see instructions)
a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) to 5 or fewer domestic corporations? b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying number(s): Controlling shareholder Controlling shareholder Identifying number(s): Controlling shareholder Identifying number(s): Ident	93881
c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?	Yes No
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the actual transferor (but is not treated as complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership WAYZATA OPPORTUNITIES FUND II 26-073459 b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?	nber
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the actual transferor (but is not treated as complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership AYZATA OPPORTUNITIES FUND II 26-073459 b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?	
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the actual transferor (but is not treated as complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership AYZATA OPPORTUNITIES FUND II 26-073459 b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?	
d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the actual transferor (but is not treated as complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?	. Yes No
If the transferor was a partner in a partnership that was the actual transferor (but is not treated as complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	ooration
Name of partnership EIN of partnership JAYZATA OPPORTUNITIES FUND II b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?	Yes No
 b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? 	ship
 b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? 	0
Part Transferee Foreign Corporation Information (see instructions)	
	fying number, if any
	EIGNUS NUEVO LEON
MX	NOEVO LEON
Country code of country of incorporation or organization (see instructions)	
7 Foreign law characterization (see instructions)	
CORPORATION	
	Yes No

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	04/11/2011		355,159.		
			,		
Stock and					
securities					
Installment					
obligations,					
account receivables or					
similar property					
Foreign currency					
or other property					
denominated in					
foreign currency					
Inventory					
A = = = = = = = = = = = = = = = = = = =					
Assets subject to depreciation					
recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property					
used in trade or business not listed					
under another					
category					
Intangible					
property					
Property to be leased					
(as described in final and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests					
(as described in					
Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):					

Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: ______ % **(b)** After . 449 % Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Yes No **b** Gain recognition under section 904(f)(5)(F) Χ Yes No Χ No c Recapture under section 1503(d) Yes d Exchange gain under section 987 Yes Nο X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Χ a Tainted property Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes Νo d Any other income recognition provision contained in the above-referenced regulations Χ Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. 12-2011)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs

EIN: 91-0793881

2001 Eighth Ave., Suite 2700

Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Teknogrede, SA DE CV

EIN: FOREIGNUS

Carretera Mty-Monclova KM 12

El Carmen, Nuevo Leon

Country Of Incorporation: Mexico

(ii): Transfer of security/asset in the

\$ 355,159

in consideration of ordinary shares.

amount of

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the

\$ 355,159

amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2011)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
 1 If the transferor was a corporation, complete questions 1a throu a If the transfer was a section 361(a) or (b) transfer, was the transfer or fewer domestic corporations? b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying numbers. 	gh 1d. sferor controlled (under section 368(c)) by Yes No X Yes No
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a concorporation? If not, list the name and employer identification number (EIN) of	Yes No
Name of parent corporation	EIN of parent corporation
 d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: 	Yes X No actual transferor (but is not treated as such under section 367)
Name of partnership	EIN of partnership
CVC EUROPEAN EQUITY PARTNERS V LP b Did the partner pick up its pro rata share of gain on the transfer of the compact of the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership the securities market?	Yes X No at is regularly traded on an established
Part II Transferee Foreign Corporation Information (see in	structions)
 Name of transferee (foreign corporation) HCI HOLDINGS SARL Address (including country) 20 AVENUE MONTEREY LU 	
CORDORATION CORDO	structions)
CORPORATION 8	tion? Yes X No

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	02/08/2011		574,246.		
Stock and securities					
Installment					
obligations,					
account					
receivables or similar property					
Foreign currency					
or other property denominated in					
foreign currency					
Inventory					
Inventory					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or					
business not listed					
under another					
category					
Intangible					
property					
Duamantu ta ha lagand					
Property to be leased (as described in final					
and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as					
described in Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests (as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):						

Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: (a) Before <u>0.00</u> % (b) After <u>0</u>.09 Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Yes No **b** Gain recognition under section 904(f)(5)(F) Χ Yes No Χ No c Recapture under section 1503(d) Yes d Exchange gain under section 987 Yes Nο X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Χ Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No d Any other income recognition provision contained in the above-referenced regulations Χ Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the

Form **926** (Rev. 12-2011)

transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): HCI Holdings Sarl
EIN: FOREIGNUS
20 Avenue Monterey
L-2163 Luxembourg
Country Of Incorporation: Luxembourg

(ii): Transfer of security/asset in the \$ 574,246 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 574,246 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2011)

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury Internal Revenue Service

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

lame of transferor	Identifying number (see instructions)		
CASEY FAMILY PROGRAMS	91-0793881		
 1 If the transferor was a corporation, complete questions 1a through a lift the transfer was a section 361(a) or (b) transfer, was the transfer or fewer domestic corporations? b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying numbers. 	nsferor controlled (under section 368(c)) by Yes No No		
Controlling shareholder	Identifying number		
c If the transferor was a member of an affiliated group filing a co- corporation? If not, list the name and employer identification number (EIN) or	Yes No		
Name of parent corporation	EIN of parent corporation		
 d Have basis adjustments under section 367(a)(5) been made? e If the transferor was a partner in a partnership that was the complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: 	Yes No actual transferor (but is not treated as such under section 367)		
Name of partnership	EIN of partnership		
b Did the partner pick up its pro rata share of gain on the transfer c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership the securities market?	Yes X No nat is regularly traded on an established Yes X No		
Part Transferee Foreign Corporation Information (see in	nstructions)		
Name of transferee (foreign corporation)	4 Identifying number, if any		
ACHILLES HOLDINGS 1 SARL 5 Address (including country) 5 RIIF CIITLLAIIME KR	98-0676960 ROLL L-1882 LUXEMBOURG		
LU	DAUUdidaou 2001-u uuo.		
Country code of country of incorporation or organization (see in	istructions)		
.U			
Foreign law characterization (see instructions)			
ORPORATION			
Is the transferee foreign corporation a controlled foreign corporation	ation? Yes X No		
or Panerwork Reduction Act Notice see senarate instructions	Form 926 (Pay 12.20		

Page 2 Form 926 (Rev. 12-2011)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		527,202.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory .					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):						

Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: (a) Before <u>0.00</u> % (b) After <u>0</u>.04 Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Yes No **b** Gain recognition under section 904(f)(5)(F) Χ Yes No Χ No c Recapture under section 1503(d) Yes d Exchange gain under section 987 Yes Nο X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Χ Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No d Any other income recognition provision contained in the above-referenced regulations Χ Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. 12-2011)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Achilles Holdings 1 Sarl

EIN: 98-0676960 5 Rue Guillaume Kroll L-1882 Luxembourg

Country Of Incorporation: Luxembourg

(ii): Transfer of security/asset in the \$527,202 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 527,202 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2011)

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury Internal Revenue Service

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

lame of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
 If the transferor was a corporation, complete questions 1a throat If the transfer was a section 361(a) or (b) transfer, was the transfer domestic corporations? Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying not 	Ansferor controlled (under section 368(c)) by Yes X Yes No
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a co-corporation? If not, list the name and employer identification number (EIN)	Yes No
Name of parent corporation	EIN of parent corporation
 d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: 	Yes No e actual transferor (but is not treated as such under section 367)
Name of partnership	EIN of partnership
b Did the partner pick up its pro rata share of gain on the transfe c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership to securities market?	Yes X No that is regularly traded on an established Yes X No
Part II Transferee Foreign Corporation Information (see i	instructions)
Name of transferee (foreign corporation)	4 Identifying number, if any
IINIVE INVESTMENTS SARL Modess (including country) 20 AVENUE MONTERE	FOREIGNUS Y L-2163 LUXEMBOURG
LU ZU AVENUE MONTERE	I T 7100 HOVELIDOOKG
Country code of country of incorporation or organization (see	instructions)
JU	
Foreign law characterization (see instructions)	
ORPORATION	
Is the transferee foreign corporation a controlled foreign corpo	ration? Yes X No
or Panerwork Reduction Act Notice see senarate instructions	Form 9.26 (Pay 12.20

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	03/24/2011		103,549.		
Na ali and					
Stock andecurities					
ecunities					
nstallment					
bligations,					
ccount					
eceivables or					
milar property					
oreign currency					
r other property					
enominated in					
preign currency					
nventory					
-					
ssets subject to					
epreciation					
ecapture (see emp. Regs. sec.					
.367(a)-4T(b))					
angible property					
sed in trade or					
usiness not listed					
nder another					
ategory					
ntangible					
roperty					
roperty to be leased					
as described in final					
nd temp. Regs. sec.					
.367(a)-4(c))					
roperty to be					
old (as					
escribed in					
emp. Regs. sec.					
.367(a)-4T(d))					
ransfers of oil and					
as working interests					
as described in emp. Regs. sec.					
.367(a)-4T(e))					
.557 (4) 11(5))					
-					
ther property					
1 11 2					
				· · · · · · · · · · · · · · · · · · ·	

Supplemental Information Required To Be Reported (see instructions):				

Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: (a) Before <u>0.00</u> % (b) After <u>0.10</u> Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Yes No **b** Gain recognition under section 904(f)(5)(F) Χ Yes No Χ No c Recapture under section 1503(d) Yes d Exchange gain under section 987 Yes Nο X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Χ Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes Χ No d Any other income recognition provision contained in the above-referenced regulations Χ Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the

Form **926** (Rev. 12-2011)

transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Ninive Investments Sarl
EIN: FOREIGNUS
20 Avenue Monterey
L-2163 Luxembourg
Country Of Incorporation: Luxembourg

(ii): Transfer of security/asset in the \$103,549 in consideration of ordinary shares. amount of

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 103,549 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2011)

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury Internal Revenue Service

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)	
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
1 If the transferor was a corporation, complete questions 1a through	· •
a If the transfer was a section 361(a) or (b) transfer, was the tran	
5 or fewer domestic corporations?	
b Did the transferor remain in existence after the transfer?	
If not, list the controlling shareholder(s) and their identifying nun	nber(s):
Controlling shareholder	Identifying number
 c If the transferor was a member of an affiliated group filing a corcorporation? If not, list the name and employer identification number (EIN) or 	Yes No
Name of parent corporation	EIN of parent corporation
${f d}$ Have basis adjustments under section 367(a)(5) been made? .	Yes No
2 If the transferor was a partner in a partnership that was the	actual transferor (but is not treated as such under section 367
complete questions 2a through 2d.	·
a List the name and EIN of the transferor's partnership:	
Name of partnership	EIN of partnership
CVC EUROPEAN EQUITY PARTNERS V LP	98-0574210
b Did the partner pick up its pro rata share of gain on the transfer	
c Is the partner disposing of its entire interest in the partnership?	
d Is the partner disposing of an interest in a limited partnership th	nat is regularly traded on an established
securities market?	Yes X No
Part Transferee Foreign Corporation Information (see in	,
Name of transferee (foreign corporation)	4 Identifying number, if any
DANUBE INVESTISSEMENT SARL	FOREIGNUS
5 Address (including country) 20 AVENUE MONTEREY	L-2163 LUXEMBOURG
LU 6 Country code of country of incorporation or organization (see in	estructions)
	iou deliena)
」U 7 Foreign law characterization (see instructions)	
CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corpora	ation? Yes X No
or Paperwork Reduction Act Notice, see separate instructions.	Form 926 (Rev. 12-201

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	09/02/2011	' ' '	554,919.		
			,		
Stock and					
securities					
Installment					
obligations,					
account receivables or					
similar property					
Foreign currency					
or other property					
denominated in					
foreign currency					
Inventory					
Assets subject to					
depreciation					
recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property					
used in trade or business not listed					
under another					
category					
Intangible					
property					
Property to be leased (as described in final					
and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests					
(as described in					
Temp. Regs. sec. 1.367(a)-4T(e))					
(۵/(٥//					
Other property					

Supplemental Information Required To Be Reported (see instructions):				

Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: (a) Before <u>0.00</u> % (b) After <u>0</u>.09 Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Yes No **b** Gain recognition under section 904(f)(5)(F) Χ Yes No Χ No c Recapture under section 1503(d) Yes d Exchange gain under section 987 Yes Nο X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Χ Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No d Any other income recognition provision contained in the above-referenced regulations Χ Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. 12-2011)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Danube Investissement Sarl

EIN: FOREIGNUS 20 Avenue Monterey L-2163 Luxembourg

Country Of Incorporation: Luxembourg

(ii): Transfer of security/asset in the \$554,919 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 554,919 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2011)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
 1 If the transferor was a corporation, complete questions 1a the all f the transfer was a section 361(a) or (b) transfer, was the transfer domestic corporations? b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying remaining the controlling shareholder (s). 	rough 1d. ransferor controlled (under section 368(c)) by Yes No No
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a corporation? If not, list the name and employer identification number (EIN)	Yes No
Name of parent corporation	EIN of parent corporation
 d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: 	Yes No No he actual transferor (but is not treated as such under section 367)
Name of partnership	EIN of partnership
CVC EUROPEAN EQUITY PARTNERS V LP b Did the partner pick up its pro rata share of gain on the transf c Is the partner disposing of its entire interest in the partnership d Is the partner disposing of an interest in a limited partnership securities market?	o? Yes X No that is regularly traded on an established Yes X No
Part Transferee Foreign Corporation Information (see	instructions)
 Name of transferee (foreign corporation) GREENBIRD LUXEMBOURG SARL Address (including country) 20 AVENUE MONTERED 	4 Identifying number, if any FOREIGNUS EY L-2163 LUXEMBOURG
6 Country code of country of incorporation or organization (see	instructions)
 7 Foreign law characterization (see instructions) CORPORATION 8 Is the transferee foreign corporation a controlled foreign corp 	poration? Yes X No
For Panerwork Reduction Act Notice see senarate instructions	Earm 926 (Pay 12 201

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	10/07/2011		184,778.		
Nt 1 1					
tock and ecurities					
ecurilles					
nstallment					
bligations,					
ccount					
eceivables or					
milar property					
oreign currency					
r other property					
enominated in					
preign currency					
ļ					
nventory					
-					
ssets subject to					
epreciation					
ecapture (see emp. Regs. sec.					
.367(a)-4T(b))					
angible property					
sed in trade or					
usiness not listed					
nder another					
ategory					
ntangible					
roperty					
<u> </u>					
roperty to be leased					
as described in final					
nd temp. Regs. sec.					
.367(a)-4(c))					
roperty to be					
old (as					
escribed in					
emp. Regs. sec.					
.367(a)-4T(d))					
ransfers of oil and					
as working interests					
as described in emp. Regs. sec.					
.367(a)-4T(e))					
(۵) 11(۵))			+		
-					
ther property					

Supplemental Information Required To Be Reported (see instructions):				

Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: (a) Before <u>0.00</u> % (b) After <u>0</u>.09 Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Yes No **b** Gain recognition under section 904(f)(5)(F) Χ Yes No Χ No c Recapture under section 1503(d) Yes d Exchange gain under section 987 Yes Nο X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Χ Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No d Any other income recognition provision contained in the above-referenced regulations Χ Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ Was cash the only property transferred? Yes 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the

Form **926** (Rev. 12-2011)

transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Greenbird Luxembourg Sarl

EIN: FOREIGNUS 20 Avenue Monterey L-2163 Luxembourg

Country Of Incorporation: Luxembourg

(ii): Transfer of security/asset in the \$ 184,778 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 184,778 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2011)

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury Internal Revenue Service

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)	
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
 1 If the transferor was a corporation, complete questions 1a through a lift the transfer was a section 361(a) or (b) transfer, was the transfer or fewer domestic corporations? b Did the transferor remain in existence after the transfer? 	nsferor controlled (under section 368(c)) by Yes No
If not, list the controlling shareholder(s) and their identifying nur	nder(s):
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a co	noolidated return was it the name
corporation? If not, list the name and employer identification number (EIN) o	Yes No
Name of parent corporation	EIN of parent corporation
$\mbox{\bf d}$ Have basis adjustments under section 367(a)(5) been made? .	Yes No
If the transferor was a partner in a partnership that was the complete questions 2a through 2d.a List the name and EIN of the transferor's partnership:	actual transferor (but is not treated as such under section 367
Name of partnership	EIN of partnership
CVC EUROPEAN EQUITY PARTNERS V LP	98-0574210
b Did the partner pick up its pro rata share of gain on the transfer	
$\boldsymbol{c}\ $ Is the partner disposing of its \boldsymbol{entire} interest in the partnership?	
d Is the partner disposing of an interest in a limited partnership the securities market?	
Part II Transferee Foreign Corporation Information (see in	
Name of transferee (foreign corporation)	4 Identifying number, if any
DARWIN HOLDINGS SARL	FOREIGNUS
5 Address (including country) 20 AVENUE MONTEREY	L-2163 LUXEMBOURG
LU 6 Country code of country of incorporation or organization (see in	astructions)
	ioti dotionoj
」U 7 Foreign law characterization (see instructions)	
CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corporation	ation? Yes X No
or Paperwork Reduction Act Notice, see separate instructions.	Form 926 (Rev. 12-201

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	10/20/2011		350,063.		
Nto also and					
tock andecurities			+		
ecunities					
nstallment					
bligations,					
ccount					
eceivables or					
milar property					
			+		
oreign currency					
r other property					
enominated in					
preign currency					
nventory					
-			+		
ssets subject to					
epreciation					
ecapture (see emp. Regs. sec.					
.367(a)-4T(b))					
angible property					
sed in trade or					
usiness not listed					
nder another					
ategory					
ntangible					
roperty					
-					
			+		
roperty to be leased					
as described in final					
nd temp. Regs. sec.					
.367(a)-4(c))					
roperty to be					
old (as					
escribed in					
emp. Regs. sec.					
.367(a)-4T(d))					
ransfers of oil and					
as working interests					
as described in emp. Regs. sec.		<u> </u>		<u> </u>	
.367(a)-4T(e))					
(۵/(۵//					
F					
ther property					
· · · /					

Supplemental Information Required To Be Reported (see instructions):				

Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: (a) Before <u>0.00</u> % (b) After <u>0</u>.09 Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Yes No **b** Gain recognition under section 904(f)(5)(F) Χ Yes No Χ No c Recapture under section 1503(d) Yes d Exchange gain under section 987 Yes Nο X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Χ Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No d Any other income recognition provision contained in the above-referenced regulations Χ Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the

Form **926** (Rev. 12-2011)

transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Darwin Holdings Sarl
EIN: FOREIGNUS
20 Avenue Monterey
L-2163 Luxembourg

Country Of Incorporation: Luxembourg

(ii): Transfer of security/asset in the \$350,063 in consideration of ordinary shares. amount of

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 350,063 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2011)

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury Internal Revenue Service

Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part U.S. Transferor Information (see instructions) Name of transferor	Identifying number (see instructions)
	, , , , , , , , , , , , , , , , , , , ,
CASEY FAMILY PROGRAMS	91-0793881
If the transferor was a corporation, complete questions 1a throat If the transfer was a section 361(a) or (b) transfer, was the tra	<u> </u>
5 or fewer domestic corporations?	
b Did the transferor remain in existence after the transfer?	
If not, list the controlling shareholder(s) and their identifying nu	
if not, list the controlling shareholder(s) and their identifying hid	mber(s).
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a co	
corporation? If not, list the name and employer identification number (EIN) of	Yes No
Name of parent corporation	EIN of parent corporation
d Have basis adjustments under section 367(a)(5) been made? .	Yes No
If the transferor was a partner in a partnership that was the complete questions 2a through 2d.a List the name and EIN of the transferor's partnership:	e actual transferor (but is not treated as such under section 367
Name of partnership	EIN of partnership
XIOM ASIA PRIVATE CAPITAL FUND II	98-0629004
b Did the partner pick up its pro rata share of gain on the transfer	
c Is the partner disposing of its entire interest in the partnership?	
\boldsymbol{d} . Is the partner disposing of an interest in a limited partnership t	that is regularly traded on an established
securities market?	Yes XNo_nstructions
Name of transferee (foreign corporation)	4 Identifying number, if any
DIRECT MANAGE INVESTMENTS LIMITED	FOREIGNUS
Address (including country) P.O. BOX 957, OFF:	
Country code of country of incorporation or organization (see i	nstructions)
/I	
Foreign law characterization (see instructions)	
CORPORATION	
Is the transferee foreign corporation a controlled foreign corpo	
or Paperwork Reduction Act Notice, see separate instructions.	Form 926 (Rev. 12-201

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		223,983.		
tock and					
ecurities					
stallment bligations,					
count					
ceivables or					
milar property					
oreign currency other property					
enominated in					
reign currency					
ventory					
ssets subject to epreciation					
capture (see					
emp. Regs. sec.					
367(a)-4T(b))					
angible property sed in trade or					
usiness not listed					
nder another					
ategory					
tangible					
roperty					
roperty to be leased					
is described in final					
nd temp. Regs. sec.					
367(a)-4(c))					
roperty to be					
old (as					
escribed in					
mp. Regs. sec. 367(a)-4T(d))					
ansfers of oil and					
ansfers of oil and is working interests					
s described in					
emp. Regs. sec.					+
367(a)-4T(e))					
ther property					

Supplemental Information Required To Be Reported (see instructions):		

Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer: (a) Before <u>0.00</u> % (b) After <u>0.074</u> Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Yes No **b** Gain recognition under section 904(f)(5)(F) Χ Yes No Χ No c Recapture under section 1503(d) Yes d Exchange gain under section 987 Yes Nο X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Χ Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes Χ No d Any other income recognition provision contained in the above-referenced regulations Χ Yes Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the

Form **926** (Rev. 12-2011)

transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Direct Manage Investments Limited
 EIN: FOREIGNUS
 P.O. Box 957, Offshore Centre
 Road Town, Tortola
 Virgin Islands
 Country of Incorporation: Virgin Islands

(ii): Transfer of security/asset in the \$223,983 in consideration of ordinary shares. amount of

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 223,983 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2011)

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury Internal Revenue Service

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Assey FAMILY PROGRAMS 1 If the transferor was a corporation, complete questions 1a through 1d. a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying number(s): Controlling shareholder Controlling shareholder Controlling shareholder Identifying number Controlling shareholder Identifying number Controlling shareholder Identifying number In not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under complete questions 2 at through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership EIN of partnership b Did the partner disposing of its entire interest in the partnership; hat is regularly traded on an established securities market? Yes Part III Transferore Foreign Corporation Information (see instructions) Name of transferer (foreign corporation) 4 Identifying number,	me of transferor	Identifying number (see instructions)
a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying number(s): Controlling shareholder Identifying number(s): Controlling shareholder Identifying number(s): Controlling shareholder Identifying number Identifying number Identifying number Identifying number Controlling shareholder Identifying number Identifying num	CASEY FAMILY PROGRAMS	91-0793881
c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation BIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under scomplete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership BIN of partnership BIN of partnership BIN of partnership BIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes c Is the partner disposing of its entire interest in the partnership? Yes Yes Transferor Foreign Corporation Information (see instructions)	a If the transfer was a section 361(a) or (b) transfer, was the transfer or fewer domestic corporations? Did the transferor remain in existence after the transfer?	nsferor controlled (under section 368(c)) by Yes No
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation Yes If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under scomplete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Transferee Foreign Corporation Information (see instructions)	Controlling shareholder	Identifying number
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation Yes If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under scomplete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Transferee Foreign Corporation Information (see instructions)		
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation		
d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under scomplete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	corporation?	Yes No
If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under scomplete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership	Name of parent corporation	EIN of parent corporation
Name of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes Part II Transferee Foreign Corporation Information (see instructions)	If the transferor was a partner in a partnership that was the complete questions 2a through 2d.	
c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes Part II Transferee Foreign Corporation Information (see instructions)		EIN of partnership
, , , , , , , , , , , , , , , , , , , ,	 c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership the securities market?	Yes No nat is regularly traded on an established Yes No
3 Name of transferee (foreign corporation) 4 Identifying number,	·	, , , , , , , , , , , , , , , , , , , ,
AIG EUROPEAN RE PARTNERS II (FEEDER) LP 98-0579372	, , ,	
5 Address (including country)	Address (including country)	
32 OLD SLIP, 28TH FLOOR NEW YORK, NY 10005 6 Country code of country of incorporation or organization (see instructions)	Country code of country of incorporation or organization (see in	0005 istructions)
UK 7 Foreign law characterization (see instructions)		
PARTNERSHIP	ARTNERSHIP	
		ation? X Yes No

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		696,302.		
tock and					
ecurities					
nstallment					
oligations,					
ccount ceivables or					
milar property					
oreign currency					
other property					
enominated in					
reign currency					
nventory					
epreciation					
ecapture (see					
emp. Regs. sec.					
.367(a)-4T(b))					
angible property					
sed in trade or					
usiness not listed nder another					
ategory					
ntangible					
roperty					
· ,					
roperty to be leased					
as described in final					
nd temp. Regs. sec. .367(a)-4(c))					
.367(a)-4(c))					
roperty to be					
old (as					
escribed in					
emp. Regs. sec. .367(a)-4T(d))					
ransfers of oil and					
as working interests					
s described in					
emp. Regs. sec.					
.367(a)-4T(e))					
Other property					
					1

Supplemental Information Required To Be Reported (see instructions):		

Part IV Additional Information Regarding Transfer of Property (see instructions) 9 Enter the transferor's interest in the foreign transferee corporation before and after the transferor.

9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:
(a	a) Before <u>61.48</u> % (b) After <u>61.48</u> %
10	Type of nonrecognition transaction (see instructions) ► IRC SECTION 351
b c	Indicate whether any transfer reported in Part III is subject to any of the following: Gain recognition under section $904(f)(3)$
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes X No
b b	Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Tainted property
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$
16	Was cash the only property transferred?
17a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. 12-2011)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): AIG European RE Partners II (Feeder) LP EIN: 98-057937232 Old Slip, 28th Floor New York, NY 10005

Country Of Incorporation: United Kingdom

(ii): Transfer of security/asset in the \$696,302 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 696,302 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2011)

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury Internal Revenue Service

Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I	U.S. Transferor Information (see instructions)		
Name of t			per (see instructions)
CASE	Y FAMILY PROGRAMS	91-07938	881
1 If th	ne transferor was a corporation, complete questions 1a throu	gh 1d.	
	ne transfer was a section 361(a) or (b) transfer, was the trans		¬.,
	r fewer domestic corporations?		Yes No
b Did	the transferor remain in existence after the transfer?	<u>X</u>	Yes No
lf n	ot, list the controlling shareholder(s) and their identifying num	ber(s):	
	Controlling shareholder	Identifying number	
16.0			
cor	ne transferor was a member of an affiliated group filing a con poration? ot, list the name and employer identification number (EIN) of		Yes X No
	Name of parent corporation	EIN of parent corporation	on
d Ha	ve basis adjustments under section 367(a)(5) been made?		Yes X No
	he transferor was a partner in a partnership that was the	actual transferor (but is not treated as such	n under section 367
	nplete questions 2a through 2d.		
a Lis	t the name and EIN of the transferor's partnership:		
	Name of partnership	EIN of partnership	
b Did	the partner pick up its pro rata share of gain on the transfer of	of partnership assets?	Yes No
	he partner disposing of its entire interest in the partnership?		Yes No
d Is t	he partner disposing of an interest in a limited partnership the	at is regularly traded on an established	
	curities market?		Yes No
Part II	Transferee Foreign Corporation Information (see insme of transferee (foreign corporation)	,	mumban if only
	, , ,	4 Identifying , LTD. 98-061	=
	SCO ASIA REAL ESTATE FEEDER FUND I dress(including country) PO BOX 31106, 89 NI		
	KY 1-1205	21.00 Will Oldinivi Dili Oldin	011111111
	untry code of country of incorporation or organization (see in	structions)	
<u>CJ</u>			
	reign law characterization (see instructions)		
CORPO	DRATION	tion 2	l lay
	he transferee foreign corporation a controlled foreign corpora rwork Reduction Act Notice, see separate instructions.		No No Form 926 (Rev. 12-201
от гаре	i work neudolion Act Notice, see separate instructions.		TOITH 3 & U (Rev. 12-201

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		6,716,000.		
Stock and					
ecunices					
nstallment					
bligations,					
ccount					
eceivables or imilar property					
a. property					
oreign currency					
r other property					
lenominated in preign currency					
oreign currency					
nventory					
epreciation					
ecapture (see					
emp. Regs. sec.					
.367(a)-4T(b))					
angible property					
usiness not listed					
inder another					
ategory					
ntangible					
roperty					
Property to be leased as described in final					
nd temp. Regs. sec.					
.367(a)-4(c))					
roperty to be					
old (as					
escribed in emp. Regs. sec.					
.367(a)-4T(d))					
ransfers of oil and					
as working interests					
as described in Emp. Regs. sec.					
.367(a)-4T(e))					
Other property					
Other property					

Supplemental Information Required To Be Reported (see instructions):		

Part IV Additional Information Regarding Transfer of Property (see instructions)

9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:		
(a	(b) After <u>31.284</u> % (b) After <u>31.250</u> %		
10	Type of nonrecognition transaction (see instructions) ▶ <u>IRC SECTION 351</u>		
11 a b c d		Yes Yes Yes Yes	X No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?	Yes	X No
	Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Tainted property Depreciation recapture Branch loss recapture Any other income recognition provision contained in the above-referenced regulations	Yes Yes Yes Yes	X No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?	Yes	X No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	Yes	X No
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$		
16	Was cash the only property transferred?	X Yes	No
	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	Yes	X No

Form **926** (Rev. 12-2011)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Invesco Asia Real Estate Feeder Fund I, LTD EIN: 98-0612575
 P.O. Box 31106, 89 Nexus Way Camana Bay Grand Cayman, Cayman Islands
 Country of Incorporation: Cayman Islands

(ii): Transfer of security/asset in the \$6,716,000 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$6,716,000 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2011)

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury Internal Revenue Service

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)	T
lame of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
 If the transferor was a corporation, complete questions 1a through the transfer was a section 361(a) or (b) transfer, was the transfer transfer transferor remain in existence after the transferor transferor remain in existence after the exis	nsferor controlled (under section 368(c)) by Yes No
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a co corporation?	
If not, list the name and employer identification number (EIN) o	of the parent corporation:
Name of parent corporation	EIN of parent corporation
complete questions 2a through 2d.	Yes No actual transferor (but is not treated as such under section 367
a List the name and EIN of the transferor's partnership:	
Name of partnership	EIN of partnership
 b Did the partner pick up its pro rata share of gain on the transfer c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership the securities market? 	hat is regularly traded on an established Yes No No
Part Transferee Foreign Corporation Information (see in	nstructions)
Name of transferee (foreign corporation) INVESCO ASIAN REAL ESTATE PARTNERS II	FEEDER 4 Identifying number, if any 98-0573913
F	HOUSE 700 0379919
GRAND CAYMAN CJ KY1-1104 Country code of country of incorporation or organization (see in	nstructions)
7 Foreign law characterization (see instructions)	
PARTNERSHIP	
8 Is the transferee foreign corporation a controlled foreign corpor	
or Paperwork Reduction Act Notice, see separate instructions.	Form 926 (Rev. 12-201

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		2,911,297.		
tock and					
ecurities					
nstallment					
oligations,					
ccount ceivables or					
milar property					
oreign currency					
other property					
enominated in					
reign currency					
nventory					
epreciation					
ecapture (see					
emp. Regs. sec.					
.367(a)-4T(b))					
angible property					
used in trade or					
usiness not listed nder another					
ategory					
ntangible					
roperty					
· ,					
roperty to be leased					
as described in final					
nd temp. Regs. sec. .367(a)-4(c))					
.367(a)-4(c))					
roperty to be					
old (as					
escribed in emp. Regs. sec.					
.367(a)-4T(d))					
ransfers of oil and					
as working interests					
s described in					
emp. Regs. sec.					
.367(a)-4T(e))					
41					
Other property					
			1		

Supplemental Information Required To Be Reported (see instructions):					
	_				

Part IV Additional Information Regarding Transfer of Property (see instructions) 9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer: (a) Before 42.86 % (b) After 42.86 %

, ω	70 (b) 7 (lot 12 + 0 0 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		
10	Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351		
С	Indicate whether any transfer reported in Part III is subject to any of the following: Gain recognition under section 904(f)(3) Gain recognition under section 904(f)(5)(F) Recapture under section 1503(d) Exchange gain under section 987	Yes Yes Yes Yes	X No X No X No X No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?	Yes	X No
	Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Tainted property Depreciation recapture Branch loss recapture Any other income recognition provision contained in the above-referenced regulations	Yes Yes Yes Yes	X No X No X No X No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?	Yes	X No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	Yes	X No
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$		
16	Was cash the only property transferred?	X Yes	No
	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	Yes	X No
	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:		

Form **926** (Rev. 12-2011)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transferee

(i): Invesco Asian Real Estate Partners II (USD Feeder), LP

EIN: 98-0573913

P.O. Box 309, Ugland House

Grand Cayman, Cayman Islands

Country of Incorporation: Cayman Islands

(ii): Transfer of security/asset in the \$2,911,297 in consideration of ordinary shares.

amount of

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 2,911,297 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Internal Revenue Service

Ogden UT 84201

9145

IRS USE ONLY

29404-217-55122-2 910793881

A0118988

For assistance, call: 1-877-829-5500

Notice Number: CP211A Date: September 10, 2012

Taxpayer Identification Number:

91-0793881

Tax Form: 990PF

Tax Period: December 31, 2011

072179.106566.0262.006 1 AT 0.374 373

670

CASEY FAMILY PROGRAMS SCOTT MCCAULOU 2001 8TH AVE STE 2700 98121-2641 WA



072179

APPLICATION FOR EXTENSION OF TIME TO FILE AN EXEMPT ORGANIZATION RETURN - APPROVED

We received and approved your Form 8868, Application for Extension of Time to File an Exempt Organization Return, for the return (form) and tax period identified above. Your extended due date to file your return is November 15, 2012.

When it's time to file your Form 990, 990-EZ, 990-PF or 1120-POL, you should consider filing electronically. Electronic filing is the fastest, easiest and most accurate way to file your return. For more information, visit the Charities and Nonprofit web at www.irs.gov/eo. This site will provide information about:

- The type of returns that can be filed electronically,
- approved e-File providers, and
- if you are required to file electronically.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top of this letter.

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

Department of the Treasury Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

OMB No. 1545-0052

		lendar year 2012 or tax year beginning		, 2012, and endi	ng	, 20		
	Name	of foundation			A Employer identif	ication number		
_	CAS	EY FAMILY PROGRAMS			91-079388	91-0793881		
	Numb	er and street (or P.O. box number if mail is not delivered	d to street address)	Room/suit	e B Telephone numb	per (see instructions)		
					(20	06) 282-7300		
_		1 EIGHTH AVE, SUITE 2700						
	City o	r town, state, and ZIP code						
					C If exemption applic pending, check here	ation is		
		TTLE, WA 98121-2641						
G	Che	ck all that apply: Initial return		of a former public char	ity D 1. Foreign organiza	ations, check here		
		Final return	Amended ref		2. Foreign organiza 85% test, check			
_		Address change	Name change		computation •			
Н	$\overline{}$	ck type of organization: X Section 501(E If private foundation	n status was terminated		
1		ection 4947(a)(1) nonexempt charitable trust	Other taxable pr		under section 507(I	under section 507(b)(1)(A), check here		
ı				ash X Accrual		s in a 60-month termination		
	-		ther (specify) column (d) must be on		under section 507(b	o)(1)(B), check here		
۲.	- /		, ,	casri basis.)		(d) Disbursements		
ئا	art	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d)	(a) Revenue and expenses per	(b) Net investment	(c) Adjusted net	for charitable		
		may not necessarily equal the amounts in	books	income	income	purposes		
_	4	column (a) (see instructions).)	2,328,759.			(cash basis only)		
	1 2	Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to	_,5_5,755.					
	3	Check attach Sch. B Interest on savings and temporary cash investments	3,350.	3,350.	3,350.			
	4	Dividends and interest from securities	25,741,570.	39,144,110.	39,144,110.			
		Gross rents						
		Net rental income or (loss)						
Ф		Net gain or (loss) from sale of assets not on line 10	24,931,010.					
žnu		Gross sales price for all assets on line 6a 1,352,084,572.						
Revenue	7	Capital gain net income (from Part IV, line 2)		47,525,053.				
œ	8	Net short-term capital gain			1,654,971.			
	9	Income modifications			2,214,815.			
	10 a	Gross sales less returns and allowances						
	b	Less: Cost of goods sold						
	С	Gross profit or (loss) (attach schedule)						
	11	Other income (attach schedule) ATCH 1	7,584,595.	7,000,815.	7,046,286.			
_	12	Total. Add lines 1 through 11	60,589,284.	93,673,328.	50,063,532.			
	13	Compensation of officers, directors, trustees, etc.	1,840,247.	164,015.	164,015.			
es	14	Other employee salaries and wages	41,707,116.	2,314,972.	2,314,972.	38,753,014		
Sue	15	Pension plans, employee benefits	12,705,455. 504,499.	494,972.	494,972.	· · · · · · · · · · · · · · · · · · ·		
ğ	16 a	Compensation of officers, directors, trustees, etc. Other employee salaries and wages Pension plans, employee benefits Legal fees (attach schedule) ATCH 2 Accounting fees (attach schedule)ATCH 3 Other professional fees (attach schedule) * Interest Taxes (attach schedule) (see instructions)ATCH 5 Depreciation (attach schedule) and depletion Occupancy Travel, conferences, and meetings Printing and publications Other expenses (attach schedule) ATCH 6 Total operating and administrative expenses. Add lines 13 through 23 Contributions, gifts, grants paid	195,664.	170,919. 36,715.	170,919. 36,715.			
Õ	b	Accounting fees (attach schedule)ATCH 3	10,002,319.	7,081,132.	7,081,132.			
aÈ	4 - C	Other professional fees (attach schedule)	10/002/317.	7,001,132.	,,001,132.	270717320		
str	17	Toyon (attach achadula) (assisstration) ATCH 5	30,509.	367,224.	367,224.	21,085		
	10	Depreciation (attach schodule) and depletion	2,869,489.	331,7221				
ᇦ	20	Occupancy	4,150,265.	310,563.	310,563.	3,589,680		
and A	21	Travel conferences and meetings	4,827,065.	46,543.	46,543.			
	22	Printing and publications	294,203.			294,203		
ing	23	Other expenses (attach schedule) ATCH 6.	41,476,999.	8,579,101.	8,579,101.	42,157,711.		
rat	24	Total operating and administrative expenses.						
þe		Add lines 13 through 23	120,603,830.	19,566,156.	19,566,156.	106,545,937		
J	25	Contributions, gifts, grants paid	4,819,001.			3,528,325		
_	26	Total expenses and disbursements. Add lines 24 and 25	125,422,831.	19,566,156.	19,566,156.	110,074,262.		
	27	Subtract line 26 from line 12:						
	а	Excess of revenue over expenses and disbursements						
	b	Net investment income (if negative, enter -0-)		74,107,172.				
	С	Adjusted net income (if negative, enter -0-).			30,497,376.			

Part II		Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year	Beginning of year		of year	
_	art II	Dalance Officets	amounts only. (See instructions.)	(a) Book Value	(b) Book Value	(c) Fair Market Value	
	1	Cash - non-interest-beari	ng	8,287,190.	6,304,792.	6,304,792	
	2	Savings and temporary	cash investments	65,112,025.	68,658,610.	68,920,867	
	3	Accounts receivable ▶					
		Less: allowance for dou	btful accounts ▶				
	4	Pledges receivable ▶_					
			btful accounts ▶				
	5						
	6		officers, directors, trustees, and other				
		disqualified persons (att	tach schedule) (see instructions)				
	7	Other notes and loans r	eceivable (attach schedule)				
			btful accounts ▶				
ţ	8		e				
ssets	9		eferred charges ATCH 7	1,146,116.	859,350.	859,350	
ä	10 a		e government obligations (attach schedule) ***	99,231,608.	109,191,046.	112,649,549.	
			stock (attach schedule) ATCH 9	1,016,504,797.	977,684,947.	1,139,541,164.	
		Investments - corporate	bonds (attach schedule) ATCH 10	221,032,060.	226,815,698.	248,813,314.	
	11	Investments - land, buildings and equipment: basis	s, >				
		Less: accumulated deprecia (attach schedule)	ation				
	12	Investments - mortgage	loans				
	13	Investments - other (atta	och cohodulo) ATCH 11	481,004,998.	441,116,703.	454,122,478	
	14	equipment: basis	48,097,878.			ATCH 12	
		Less: accumulated deprecia (attach schedule)	16,688,231.	34,155,289.	31,409,647.	27,329,965	
	15	Other assets (describe	►ATCH_13)	3,626,158.	3,222,929.	3,222,929	
	16	Total assets (to be	completed by all filers - see the				
_		instructions. Also, see p	age 1, item I)	1,930,100,241.	1,865,263,722.	2,061,764,408.	
	17	Accounts payable and a	ccrued expenses	17,131,215.	16,477,204.		
	18	Grants payable		1,500.	1,292,176.		
es	19	Deferred revenue					
Liabilities	20		rs, trustees, and other disqualified persons				
jab	21	Mortgages and other no	ites payable (attach schedule)				
_	22	Other liabilities (describe	e ▶ATCH_14)	11,130,515.	10,490,878.		
_	23		es 17 through 22)	28,263,230.	28,260,258.		
			low SFAS 117, check here ► X				
es		and complete lines	24 through 26 and lines 30 and 31.				
Š	24	Unrestricted		1,901,837,011.	1,837,003,464.		
ala	25	Temporarily restricted					
9 E	26						
Net Assets or Fund Balances			not follow SFAS 117,				
-			plete lines 27 through 31. ► L				
ţ	27	Capital stock, trust princ	cipal, or current funds				
se	28	Paid-in or capital surplus, or	land, bldg., and equipment fund				
ď	29	•	ulated income, endowment, or other funds				
Set	30		I balances (see instructions)	1,901,837,011.	1,837,003,464.		
	31		net assets/fund balances (see	1 020 100 041	1 065 063 500		
	/- I		ngos in Not Apoeto or Fund I	1,930,100,241.	1,865,263,722.		
			anges in Net Assets or Fund I		must agree with		
	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)					1 001 027 011	
			_	1,901,837,011. -64,833,547.			
		r amount from Part I, I	2	-04,033,34/			
		r increases not include	3 4	1,837,003,464.			
		lines 1, 2, and 3 eases not included in	line 2 (itemize)		4	1,001,000,404.	
6	Tota	t net assets or fund ba	alances at end of year (line 4 minus l	ine 5) - Part II, column (h		1,837,003,464.	
<u>~</u>	iola	THE GOODS OF TUING DO	**ATCH 8	<i>oj -</i> i ait ii, coluliiii (b	<i>j</i> , iii C	Form 990-PF (2012)	

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	(a) List and	and Losses for Tax on Inventor of describe the kind(s) of property sold (virick warehouse; or common stock, 200	e.g., real estate,	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	~ ~~		,	B Bondaon		
b						
С						
d						
е						
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (lo (e) plus (f) min	
а						
b						
С						
d						
е						
	Complete only for assets	showing gain in column (h) and owner			Gains (Col. (h) g	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	COI.	(k), but not less to Losses (from co	
а						
b						
С						
d						
е						
2	Capital gain net income or		gain, also enter in Part I, line 7 (loss), enter -0- in Part I, line 7	2	47,	525,053.
3		n or (loss) as defined in sections 12				
	•	rt I, line 8, column (c) (see insti	, , ,			
				3	1,	654,971.
Р	art V Qualification l	Under Section 4940(e) for Red	duced Tax on Net Investment I	ncome		
(F	or optional use by domestic	c private foundations subject to the	e section 4940(a) tax on net invest	ment inco	me.)	
IT S	section 4940(d)(2) applies,	leave this part blank.				
		the section 4942 tax on the distrib	• •	ase perio	d?	Yes No
_		not qualify under section 4940(e).				
1		ount in each column for each year	; see the instructions before making	g any entr		
С	(a) Base period years alendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets		(d) Distribution ra (col. (b) divided by	
	2011					
	2010					
	2009					
	2008					
	2007					
2	Total of line 1, column (d))		2		
3	Average distribution ratio	for the 5-year base period - divide	the total on line 2 by 5, or by the			
	number of years the found	dation has been in existence if less	s than 5 years	3		
4	Enter the net value of nor	ncharitable-use assets for 2012 fro	m Part X, line 5	4		
5	Multiply line 4 by line 3			5		
6	Enter 1% of net investme	nt income (1% of Part I, line 27b)		6		
				7		
8	Enter qualifying distribution If line 8 is equal to or green Part VI instructions	ons from Part XII, line 4 eater than line 7, check the box i	n Part VI, line 1b, and complete t	8 hat part	using a 1% ta	x rate. See the

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Par	t VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see in	struc	tions)
1a	Exempt operating foundations described in section 4940(d)(2), check here X and enter "N/A" on line 1			
	Date of ruling or determination letter: $03/18/1986$ (attach copy of letter if necessary - see instructions)			
	Domestic foundations that meet the section 4940(e) requirements in Part V, check			N/A
	here ▶ and enter 1% of Part I, line 27b			
С	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of			
	Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 2			
3	Add lines 1 and 2 3			0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4			0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			0
6	Credits/Payments:			
	2012 estimated tax payments and 2011 overpayment credited to 2012 6a			
	Exempt foreign organizations - tax withheld at source 6b			
	Tax paid with application for extension of time to file (Form 8868) 6c 6c			
d	Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d			U
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached			
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
	Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded 11			
	t VII-A Statements Regarding Activities		Vaa	Na
та	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate	10	Yes	No X
	or intervene in any political campaign?	1a		25
D	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the	46		Х
	definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or	1b		25
	distributed by the foundation in connection with the activities.			
•	Did the foundation file Form 1120-POL for this year?	1c		Х
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:	-10		
•	(1) On the foundation. \triangleright \$			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on			
	foundation managers. ▶ \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		Х
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation,			
	or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		Х
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Х	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		Х
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
	By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict			
	with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	ATTACHMENT-15			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)			
	of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or			
	4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete		v	
	Part XIV	9	Х	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and			37
	addresses	10		X

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Рa	rt VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the			
	meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	. 11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified			
	person had advisory privileges? If "Yes," attach statement (see instructions)	. 12		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		Х	
	Website address WWW.CASEY.ORG			
14	The books are in care of ▶ CASEY FAMILY PROGRAMS Telephone no. ▶ 206-28		0	
	Located at ▶2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA ZIP+4 ▶ 98121-	2641		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		▶	-
	and enter the amount of tax-exempt interest received or accrued during the year			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority		Yes	No
	over a bank, securities, or other financial account in a foreign country?	. 16		Х
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of			
	the foreign country 🕨			
Pa	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1:	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a			
	disqualified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for			
	the benefit or use of a disqualified person)? Yes X No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the			
	foundation agreed to make a grant to or to employ the official for a period after			
	termination of government service, if terminating within 90 days.)			
ı	olf any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	. 1b		X
	Organizations relying on a current notice regarding disaster assistance check here			
(Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that			37
_	were not corrected before the first day of the tax year beginning in 2012?	. 1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private			
	operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
•	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?			
	If "Yes," list the years			
	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)			
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to	26		
	all years listed, answer "No" and attach statement - see instructions.) If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	. 2b		
,				
2.	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise			
3	at any time during the year? Yes X No			
	olf "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or			
	disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the			
	Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of			
	the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the			
	foundation had excess business holdings in 2012.)	3b		
4:	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			Х
	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its			
	charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	. 4b		Х

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Pai	t VII-B Statements Regarding Activities for	or Which Form 4	720 May Be Requ	ired (continued)		
5a	During the year did the foundation pay or incur any amou	ınt to:	-			
	(1) Carry on propaganda, or otherwise attempt to influe	nce legislation (sectior	4945(e))?	Yes X No	o	
	(2) Influence the outcome of any specific public ele	ection (see section 4	1955); or to carry or	n,		
	directly or indirectly, any voter registration drive?	•	,.		0	
	(3) Provide a grant to an individual for travel, study, or ot					
	(4) Provide a grant to an organization other than a				•	
	· ·	-				
	section 509(a)(1), (2), or (3), or section 4940(d)(2)? (- — —)	
	(5) Provide for any purpose other than religious, ch		•			
	purposes, or for the prevention of cruelty to children				-	
b	If any answer is "Yes" to 5a(1)-(5), did any of the		•	•	n	
	Regulations section 53.4945 or in a current notice regard	-	` ,		5b	X
	Organizations relying on a current notice regarding disas	ter assistance check h	ere		· 🔲 📗	
С	If the answer is "Yes" to question 5a(4), does the	foundation claim ex	emption from the ta	ıx		
	because it maintained expenditure responsibility for the g	rant?		. Yes No	o	
	If "Yes," attach the statement required by Regulations sec	tion 53.4945-5(d).				
6a	Did the foundation, during the year, receive any fundation	ds, directly or indire	ctly, to pay premium	S		
	on a personal benefit contract?				0	
b	Did the foundation, during the year, pay premiums, direct				6b	X
-	If "Yes" to 6b, file Form 8870.	ony or manoony, on a p			📆	
73	At any time during the tax year, was the foundation a pa	urty to a prohibited tax	shelter transaction?	Yes X No		
	If "Yes," did the foundation receive any proceeds or hav	•	=		-	
	t VIII Information About Officers, Directors					
Га	and Contractors					
1	List all officers, directors, trustees, foundation					
	(a) Name and address	(b) Title, and average hours per week	(c) Compensation (If not paid,	(d) Contributions to employee benefit plans	(e) Expens	se account, owances
		devoted to position	enter -0-)	and deferred compensation	51.101 4	
			1 040 047	47 400		0
AIC	H 16		1,840,247.	47,400.		U
2	Compensation of five highest-paid employees "NONE."	(other than thos	se included on lin	e 1 - see instructi	ons). If n	one, entei
		(b) Title, and average		(d) Contributions to employee benefit	(e) Expens	se account,
(a	Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	plans and deferred		owances
				compensation		
			2 520 201	027 000		0
ATC	H 17		2,529,381.	237,000.		C
T-4-	I number of other employees noid ever CEO 000	•				250

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employ and Contractors (continued)	ees,
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE	."
(a) Name and address of each person paid more than \$50,000 (b) Type of service	(c) Compensation
ATCH 18	3,774,523
Total number of others are shiften as an \$650,000 for any facilities.	26
Total number of others receiving over \$50,000 for professional services	26
Part IX-A Summary of Direct Charitable Activities	
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 CASEY FAMILY PROGRAMS WORKS WITH FOSTER, KINSHIP, AND	
ADOPTIVE PARENTS TO PROVIDE SAFE AND LOVING HOMES FOR	
CHILDREN IN ITS DIRECT CARE. THE FOUNDATION PROVIDES (CONT)	110,074,262
2 STRATEGIC CONSULTING AND TECHNICAL EXPERTISE TO STATES,	
COUNTIES, AND TRIBES TO IMPROVE SERVICE AND OUTCOMES FOR THE MORE THAN 400,000 CHILDREN IN FOSTER CARE. THE (CONT)	
3 FOUNDATION RAISES PUBLIC AWARENESS OF FOSTER CARE AND	
PUBLISHES NON-PARTISAN RESEARCH ON A VARIETY OF CHILD	
WELFARE ISSUES. IT PARTNERS WITH COMMUNITY (CONT)	
4 ORGANIZATIONS, ASSOCIATIONS, PHILANTHROPIES AND CORPORATIONS	
TO HELP BUILD BROAD-BASED SUPPORT FOR IMPROVING THE CHILD	
WELFARE SYSTEM.	
Part IX-B Summary of Program-Related Investments (see instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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Pa	Minimum Investment Return (All domestic foundations must complete this part. Foreign see instructions.)	gn four	ndations,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes:		
а	Average monthly fair market value of securities	1a	1,919,512,994.
b	Average of monthly cash balances	1b	79,126,945.
С	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c) Reduction claimed for blockage or other factors reported on lines 1a and	1d	1,998,639,939.
е			
	1c (attach detailed explanation) 1e 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3		3	1,998,639,939.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see		
	instructions) Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	4	29,979,599.
5		5	1,968,660,340.
6	Minimum investment return. Enter 5% of line 5	6	98,433,017.
Pa	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► X and do not complete this process.	art.)	
1	Minimum investment return from Part X, line 6	1	
2 a	Tax on investment income for 2012 from Part VI, line 5 2a		
b	Income tax for 2012. (This does not include the tax from Part VI.)		
	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII,		
	line 1	7	
Pa	rt XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	110,074,262.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,		
_		2	1,689,357.
3	purposes Amounts set aside for specific charitable projects that satisfy the:	_	
а	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	111,763,619.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.		,,
	Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	111,763,619.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when cal		
	qualifies for the section 4940(e) reduction of tax in those years.		,

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Pa	rt XIII Undistributed Income (see instru	ıctions)			
		(a)	(b)	(c)	(d)
1	Distributable amount for 2012 from Part XI,	Corpus	Years prior to 2011	2011	2012
-	line 7				
2	Undistributed income, if any, as of the end of 2012:				
	Enter amount for 2011 only				
	Total for prior years: 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012:				
	F 0007				
	From 2010				
	Total of lines 3a through e				
4	Qualifying distributions for 2012 from Part XII,				
•	line 4: > \$				
•	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
С	Treated as distributions out of corpus (Election				
	required - see instructions) Applied to 2012 distributable amount				
	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012				
•	(If an amount appears in column (d), the same				
_	amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
а	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
	Prior years' undistributed income. Subtract				
D	line 4b from line 2b				
С	Enter the amount of prior years' undistributed				
	income for which a notice of deficiency has been				
	issued, or on which the section 4942(a) tax has been previously assessed				
ч	Subtract line 6c from line 6b. Taxable				
ŭ	amount - see instructions				
е	Undistributed income for 2011. Subtract line				
	4a from line 2a. Taxable amount - see instructions				
'	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be				
	distributed in 2013				
7	Amounts treated as distributions out of corpus				
	to satisfy requirements imposed by section				
	170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not				
	applied on line 5 or line 7 (see instructions)				
9	Excess distributions carryover to 2013.				
	Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9:				
	Excess from 2008				
	Excess from 2009				
	Excess from 2010				
	Excess from 2011				
е	Excess from 2012				

Form **990-PF** (2012)

Forn	n 990-PF (2012)	CASEY FAM	ILLY PROGRAMS		91=0	J/93881 Page 10
Pa	rt XIV Private Oper	ating Foundations (see instructions and	Part VII-A, question	9)	
1 a	If the foundation has r				-	
	foundation, and the ruling		· ·		▶ 05/25/1972	
b	Check box to indicate who		private operating founda		X 4942(j)	(3) or 4942(j)(5)
2 a	Enter the lesser of the ad-	Tax year		Prior 3 years		(e) Total
	justed net income from Part I or the minimum investment	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
	return from Part X for each					
	year listed	30,497,376.	25,782,658.	41,815,707.	28,278,902.	126,374,643
b	85% of line 2a	25,922,770.	21,915,259.	35,543,351.	24,037,067.	107,418,447
С	Qualifying distributions from Part	111 862 610	105 220 066	104 600 560	101 002 450	440 004 005
	XII, line 4 for each year listed	111,763,619.	105,339,266.	104,698,562.	121,023,450.	442,824,897
a	Amounts included in line 2c not used directly for active conduct	2 500 205	1 026 200	011 450	670 170	6 054 072
	of exempt activities	3,528,325.	1,836,328.	911,450.	678,170.	6,954,273
е	Qualifying distributions made directly for active conduct of					
	exempt activities. Subtract line	100 035 004	102 500 020	102 707 110	100 245 000	425 070 604
3	2d from line 2c Complete 3a, b, or c for the	108,235,294.	103,502,938.	103,787,112.	120,345,280.	435,870,624
•	alternative test relied upon:					
а	"Assets" alternative test - enter:					
	(1) Value of all assets (2) Value of assets qualifying					
	under section					
b	4942(j)(3)(B)(i) "Endowment" alternative test-					
-	enter 2/3 of minimum invest-					
	ment return shown in Part X,	65,622,011.	66,917,995.	62,879,693.	57,559,310.	252,979,009
С	line 6 for each year listed "Support" alternative test - enter:	03,022,011.	00,011,000.	02,075,055.	37,337,310.	232,313,003
ŭ	(1) Total support other than					
	gross investment income					
	(interest, dividends, rents, payments on securities					
	loans (section 512(a)(5)),					
	or royalties) (2) Support from general					
	public and 5 or more exempt organizations as					
	provided in section 4942					
	(j)(3)(B)(iii) (3) Largest amount of sup-					
	port from an exempt organization					
	(4) Gross investment income					
Pa	rt XV Supplementa	ary Information (C	omplete this part	only if the founda	tion had \$5,000	or more in asset
	at any time d	during the year - see	e instructions.)			
1	Information Regarding					
а	List any managers of the					d by the foundation
	before the close of any	tax year (but only if the	ley have contributed if	iore man \$5,000). (Se	e section 507 (d)(2).)	
	NONE					
b	List any managers of ownership of a partner					large portion of the
	ownership of a partiter	ship of other entity) of	Willon the loundation	nas a 10 % or greater	interest.	
	NONE Information Regarding	a Contribution Cront	Cift Loon Coholoroh	in eta Bragramai		
2		-		• • •		
	Check here ► X if the unsolicited requests for	ne toundation only r	nakes contributions t	o preselected charita	able organizations an	organizations under
	other conditions, comp			no, etc. (see monucin	ons) to mulviduals of	organizations under
9	The name, address, ar			n to whom applications	should be addressed.	
a	THE HAITE, AUUIESS, AI	na reiebuone namber	or e-man or the person	ι ω νιτοπι αργιισατίστις	SHOULD DE AUGIESSEU.	
b	The form in which appl	ications should be sub	omitted and information	n and materials they	should include:	
-						
C	Any submission deadling	nes:				

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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Form 990-PF (2012)
Part XV Supplementary Information (continued)

Cappionionally information (berruiraea,			
3 Grants and Contributions Paid Durin Recipient Name and address (home or business)	ng the Year or Appr	oved for F	uture Payment	
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	contribution	7 unodin
a Paid during the year				
ATCH 19				
Total		<u> </u>	▶ 3a	3,528,325.
b Approved for future payment				
ATCH 20				
Total			▶ 3b	1,292,176.

Form 990-PF (2012) Page **12**

The program service revenue: a b c d d e e Unrelated business income Unrelated business income Excluded by section 512, 513 (a) (b) (c) Exclusion code Amount Exclusion code Amount	Related or exempt function income
a b c d d d d d d d d d d d d d d d d d d	(See instructions.)
b c d	(See instructions.)
c	
d	
e	
f	
g Fees and contracts from government agencies	
2 Membership dues and assessments 3 Interest on savings and temporary cash investments 14 3	3,350.
Dividends and interest from securities	
Net rental income or (loss) from real estate:	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
a Debt-financed property	
b Not debt-financed property	
Net rental income or (loss) from personal property	
Other investment income	
Gain or (loss) from sales of assets other than inventory 18 24,931	,010.
Net income or (loss) from special events	
Gross profit or (loss) from sales of inventory	
Other revenue: a	15 422
b ATCH 21 43,694. 7,525	15,423
d	
d	
2 Subtotal. Add columns (b), (d), and (e)	,408. 15,423
3 Total . Add line 12, columns (b), (d), and (e)	
See worksheet in line 13 instructions to verify calculations.)	
Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes	
Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A	contributed importantly to the
▼ accomplishment of the foundation's exempt purposes (other than by providing funds for such	purposes). (See instructions.)
accomplishment of the foundation's exempt purposes (other than by providing funds for such	
11 CASEY COLLABORATES WITH FOSTER, KINSHIP, AND ADOPTIVE	
CASEY COLLABORATES WITH FOSTER, KINSHIP, AND ADOPTIVE PARENTS TO PROVIDE SAFE LOVING HOMES FOR YOUTH IN ITS	
CASEY COLLABORATES WITH FOSTER, KINSHIP, AND ADOPTIVE PARENTS TO PROVIDE SAFE LOVING HOMES FOR YOUTH IN ITS DIRECT CARE. ALL REVENUE LISTED IN COLUMN E HAS BEEN USED	
CASEY COLLABORATES WITH FOSTER, KINSHIP, AND ADOPTIVE PARENTS TO PROVIDE SAFE LOVING HOMES FOR YOUTH IN ITS DIRECT CARE. ALL REVENUE LISTED IN COLUMN E HAS BEEN USED TO CARRY OUT THE EXEMPT PURPOSE OF THIS EXEMPT OPERATING	
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Form **990-PF** (2012)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		=xompt organ										
1		e organization direct									Yes	No
		tion 501(c) of the Co	ode (other than s	section 501(c)(3) org	ganizations	s) or in se	ction 527,	relating t	o political			
	_	zations?										
а		ers from the reportin	=		-					4 - (4)		Х
		sh her assets								1a(1)		X
h		transactions:								1a(2)		
b	-	les of assets to a no	ncharitable exer	nnt organization						1b(1)		Х
	(1) Du	rchases of assets fro	om a noncharita	hle exempt organizati	on					1b(2)		Х
	(3) Re	ntal of facilities, equi	ipment. or other	assets	o					1b(3)		Х
	(4) Re	imbursement arrange	ements							1b(4)		Х
	(5) Lo	ans or loan guarantee	es							1b(5)		Х
	(6) Pe	rformance of service	s or membersh	ip or fundraising solic	itations					1b(6)		Х
С		g of facilities, equipn								1c		Х
	If the	answer to any of th	e above is "Yes	s," complete the fol	lowing sc	hedule. Co	olumn (b) s	should a	lways show			
		of the goods, other										
	value i	in any transaction or	sharing arrang	gement, show in colu	ımn (d) th	e value o	f the goods	s, other	assets, or se	ervice	s rece	eived
(a) Li	ne no.	(b) Amount involved	(c) Name of n	oncharitable exempt organ	ization	. ,	iption of transf	fers, transac	ctions, and shar	ing arra	ngemer	nts
		N/A				N/A						
2a	Is the	foundation directly	or indirectly aff	iliated with, or relate	ed to, one	or more	tax-exemp	t organiz	zations			
		bed in section 501(c)								Ye	es X	No
b	If "Yes	s," complete the follo	wing schedule.									
		(a) Name of organization	n	(b) Type of org	anization			(c) Descrip	tion of relations	hip		
	111.			and the transfer of the standard and the							.11.6.16	
Sigr		r penalties of perjury, I decla ct, and complete. Declaration of	are that I have examir f preparer (other than ta	ned this return, including acc expayer) is based on all informa	ompanying solution of which p	reparer has any	atements, and i knowledge.	to the best	of my knowledg	e and b	elief, it	is true
_				İ		DDECTI	DENT & C	IEO	May the IRS			return
Her		nature of officer or trustee		l Date		Title	JENI & C	.EO	with the pre			below
	Sig			Date					(see instructions	s)!	Yes	X No
		Print/Type preparer's	name	Preparer's signature	е		Date	Ch	eck if F	PTIN		
Paid									If-employed I	2003	9573	5
Prep	oarer	Firm's name ► ER	NST & YOUNG	G US, LLP			1		IN ▶34-65			
Use	Only			CIRCLE, SUITE	2600			5 2			-	
	-	1	DIANAPOLIS			4620	04	Phone n	o. 317-68	31-70	000	
		•							Г.		Λ DE	(2012)

Form **990-PF** (2012)

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FORM 990-PF - PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME									
Kind of F	Property		Desc	ription		or D	Date acquired	Date sold	
Gross sale price less	Depreciation allowed/	Cost or other	FMV as of	Adj. basis as of	Excess of FMV over		Gain or		
expenses of sale	allowable	basis	12/31/69	12/31/69	adj basis		(loss)		
		PUBLICLY TRA	ADED SECURT	TTES-ST		P			
		PROPERTY TY							
1077396529		1076197675					1,198,854.		
		PUBLICLY TRA				P			
237796970.		PROPERTY TY: 202480059.	PE: SECURIT	IES			35316911.		
237730370.		202100039.					33310711.		
		ABRY ASF				Р			
		PROPERTY TY	PE: OTHER						
68,682.							68,682.		
		AXIOM ASIA	тт			P			
		PROPERTY TY							
		5.					-5.		
		CARLYLE PART		TRO		P			
788.		PROPERTY TY	PE: SECURIT	IES			788.		
700.							, 66.		
		CHARLESBANK	VII			Р			
		PROPERTY TY	PE: OTHER						
		1,323.					-1,323.		
		HORSLEY BRII	DGE TX			P			
		PROPERTY TY							
63,552.							63,552.		
		HORSLEY BRII				P			
1,209.		TROTERTI II.	re. Omen				1,209.		
		OAKTREE EUR				Р			
109,502.		PROPERTY TY: 116,690.	PE: SECURIT	IES			-7,188.		
109,302.		110,090.					-7,100.		
		OCM OPPORTUI	NITIES VII			Р			
		PROPERTY TY	PE: OTHER						
24,909.							24,909.		
		OCM OPPORTUI	NITIES VIIR			P			
		PROPERTY TY							
31,989.							31,989.		
		PRUDENTIAL DEPROPERTY TY							
20,223.		18,567.					1,656.		

CASEY FAMILY PROGRAMS

FORM 990-PF - PART IV

Kind of P	roperty	Description					perty Description				rty Description				or	Date acquired	Date sol
Gross sale	Depreciation	Cost or	FMV	Adj. basis	Excess of	D	Gain										
price less expenses of sale	allowed/ allowable	other basis	as of 12/31/69	as of 12/31/69	FMV over adj basis		or (loss)										
							, ,										
		SIGULER GUF				P											
2,928.		PROPERTY TY	PE: OTHER				2,928.										
2,520.							2,720.										
		STEPSTONE P	IONEER (PAR	ISH)		P											
		PROPERTY TY	PE: OTHER														
53,077.							53,077.										
		TCV VII				P											
		PROPERTY TY	PE: OTHER														
277.							277.										
		mpiiompe = e c =															
		TRUSTBRIDGE PROPERTY TY				P											
		885.	. L L - OIHEK				-885.										
		VIVO VENTUR				P											
33,700.		PROPERTY TY	PE: OTHER				33,700.										
33,700.							33,700.										
		WAYZATA				P											
106 543		PROPERTY TY	TPE: OTHER				106 543										
106,543.							106,543.										
		ST SECTION	1256 GAINS/	LOSSES FROM	K-1S	P											
		PROPERTY TY															
76,208.							76,208.										
		ACTIC FUND	2			P											
		PROPERTY TY															
		319,000.					-319,000.										
		ATC FIDO T				P											
		AIG EURO II PROPERTY TY															
846.		84,749.					-83,903.										
		AXIOM ASIA				P											
3,611.		PROPERTY TY	.FE• OIUFK				3,611.										
-,							-,										
		CARLYLE PAR				P											
421,277.		PROPERTY TY	PE: OTHER				421,277.										
741,4//.							741,411.										
		CHARLESBANK	VII			P											
24 3 5		PROPERTY TY	TPE: OTHER				24.7.7										
34,161.							34,161.										
1.000		1															
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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of F	Property	Description				or Date		Date sold					
Gross sale	Depreciation	Cost or FMV Adj. basis Excess of									۲	Gain	
price less expenses of sale	allowed/ allowable	other basis	as of 12/31/69	as of 12/31/69	FMV over adj basis	Ш	or (loss)						
					<u></u>	\prod							
		CHARTERHOUS				P							
559,308.		PROPERTY TY	(PE: OTHER				559,308.						
559,500.							559,500.						
		CVC EUROPEA	N EQUITY			P							
		PROPERTY TY	PE: OTHER										
826,951.							826,951.						
		GS VINTAGE	TV			P							
		PROPERTY TY											
		800,644.					-800,644.						
		GS VINTAGE				P							
		PROPERTY TY 531,414.	IPE. OIHEK				-531,414.						
							551,111.						
		HELLMAN & F				P							
1 460 000		PROPERTY TY	PE: OTHER				1 460 033						
1,468,033.							1,468,033.						
		HORSLEY BRI	DGE IX			P							
		PROPERTY TY											
1,050,583.							1,050,583.						
		HORSLEY BRI	.DGE 181011 11			P							
		PROPERTY TY											
		9,691.					-9,691.						
		INVESCO ASI				P							
		PROPERTY TY 225,000.	CPE. OTHER				-225,000.						
		223,000.					223,000.						
			A REAL ESTA	re II		P							
		PROPERTY TY	PE: OTHER										
		604,831.					-604,831.						
		JMI EQUITY	FUND VI			P							
		PROPERTY TY											
1,096,280.							1,096,280.						
						P							
		OAKTREE EUF											
17,100.		109,502.					-92,402.						
		OAKTREE MEZ				P							
644,643.		PROPERTY TY 1,289,286.	IPE. UTHER				-644,643.						
011,013.							511,515.						
A 1.000													
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CASEY FAMILY PROGRAMS

FORM 990-PF - PART IV

Kind of Property		Description			or Date		Date acquired	Date sol	
Gross sale price less	Depreciation allowed/	Cost or other	FMV as of	Adj. basis as of	Excess of FMV over	D	Gain or		
expenses of sale	allowable	basis	12/31/69	12/31/69	adj basis	\perp	(loss)		
		OCM OPPORTU	JNITIES VII			P			
		PROPERTY T							
1,003,972.							1,003,972.		
		OCM OPPORTU	JNITIES VIIB			Р			
1 061 030		PROPERTY T	YPE: OTHER				1 061 030		
1,961,938.							1,961,938.		
		ONSET II				Р			
220.		PROPERTY T	YPE: OTHER				220.		
220.							220.		
		PATRON CAPI				Р			
		PROPERTY TY 238,072.	YPE: O'I'HER				-238,072.		
							,		
		PRUDENTIAL PROPERTY T				P			
797,643.		886,969.	ILE. OIHEK				-89,326.		
			DD T.G						
		PRUDENTIAL PROPERTY T				P			
19353298.		18753181.					600,117.		
		PRUDENTIAL	DDTCN TTT			D			
		PRODENTIAL PROPERTY T				-			
9,629,995.		6,393,711.					3,236,284.		
		SIGULER GUE	?F			P			
		PROPERTY T							
79,899.							79,899.		
		SPLITROCK I	II			Р			
6 264		PROPERTY T	YPE: OTHER				6 264		
6,264.							6,264.		
			PIONEER (PAR	ISH)		Р			
500,159.		PROPERTY T	YPE: OTHER				500,159.		
500,155.							500,157.		
		TCV VII	ADE • OMITED			Р			
475,385.		PROPERTY T	IPE. OTHER				475,385.		
·									
		WAYZATA PROPERTY T	YDE: OTHER			Р			
753,343.		I KOI BKII I.	Ο ΙΙΙΣΙΚ				753,343.		
A 1.000		1							
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CASEY FAMILY PROGRAMS

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

		INS AND LO				P	Date	Date sold
			Desc			or D	acquired	Date Solu
Gross sale	Depreciation	Cost or	FMV	Adj. basis as of	Excess of	M	Gain	
price less xpenses of sale	allowed/	other	as of	as of	FMV over		or (loss)	
penses of sale	allowable	basis	12/31/69	12/31/69	adj basis	+	(IOSS)	
		T. GROWTON	1056 63 736 /	OGGEG EDOM	T 10			
		LT SECTION		LOSSES FROM	K-IS	P		
		PROPERTY TY	PE: OTHER					
114,312.							114,312.	
TAL GAIN(L	1991						47525053.	
IAU GAIN(U				• • • • • • • • • • •			- 1/323033.	

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2012

Employer identification number Name of the organization CASEY FAMILY PROGRAMS 91-0793881 Organization type (check one): Filers of: Section: Form 990 or 990-EZ 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization Form 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions. **General Rule** [X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. **Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on

Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization CASEY FAMILY PROGRAMS

Employer identification number 91-0793881

Part I	Contributors ((see instructions)	. Use duplicate co	opies of Part I if	additional space is needed.
--------	----------------	--------------------	--------------------	--------------------	-----------------------------

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1 _	ALAMEDA COUNTY SOCIAL SERVICES 24100 AMADOR STREET HAYWARD, CA 94544	\$144,180.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2 _	IDAHO STATE CONTROLLER P.O. BOX 83720 BOISE, ID 83720	\$113,167.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3 _	SAN DIEGO HEALTH AND HUMAN SERVICES 1700 PACIFIC HIGHWAY SAN DIEGO, CA 92101	\$299,292.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c)	(d)
NO.	Name, address, and Zir · 4	Total contributions	Type of contribution
4 	STATE OF ARIZONA - CHILDS P.O. BOX 6123 PHOENIX, AZ 85005	\$166,315.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
	STATE OF ARIZONA - CHILDS P.O. BOX 6123		Person X Payroll Noncash (Complete Part II if there is
4 	STATE OF ARIZONA - CHILDS P.O. BOX 6123 PHOENIX, AZ 85005 (b)	\$166,315.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
⁴ (a)	STATE OF ARIZONA - CHILDS P.O. BOX 6123 PHOENIX, AZ 85005 (b) Name, address, and ZIP + 4 WA DEPT. SOCIAL & HEALTH SERVICES P.O. BOX 45845	\$166,315. (c) Total contributions	Person Payroll Noncash (Complete Part II if there is a noncash contribution.) (d) Type of contribution Person Payroll Noncash (Complete Part II if there is

2679BD D15X

Name of organization CASEY FAMILY PROGRAMS

Employer identification number 91-0793881

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

2679BD D15X

Name of organization CASEY FAMILY PROGRAMS

Employer identification number

			91-0793881
	xclusively religious, charitable, etc., indivi		
	nat total more than \$1,000 for the year. On or organizations completing Part III, enter th		
C	on organizations completing Part III, enter the ontributions of \$1,000 or less for the year.	(Enter this information o	once. See instructions.) ►\$
U	se duplicate copies of Part III if additional sp		/
(a) No. from	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
Part I	(1)	(1, 1111 5 1	(3, 333 p. 3 3 3 3 3 3
		(e) Transfer of gift	
-	Transferee's name, address, and ZIP +	4	Relationship of transferor to transferee
(a) No. from	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
Part I	(,, , , , , , , , , , , , , , , , , , ,	(3, 222 3 3	(3, 333 p. 3 3 3 3 3 3
		(e) Transfer of gift	
-	Transferee's name, address, and ZIP +	4	Relationship of transferor to transferee
(a) No. from	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
Part I	(4, 1 4, 1 4, 1 4, 1 4, 1 4, 1 4, 1 4, 1	(-,	(2, 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
	,	(e) Transfer of gift	
-	Transferee's name, address, and ZIP +	4	Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_			
-		(a) Tues 6 6 66	
		(e) Transfer of gift	

Relationship of transferor to transferee

Transferee's name, address, and ZIP + 4

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

EXPLANATION FOR LINE 9 INCOME MODIFICATIONS PAGE 1 PART 1 LINE 9

CASEY MADE A DONATION OF PROPERTY OF \$2,053,181 AND RECEIVED REIMBURSMENT OF EXPENSES OF \$161,634 FOR A TOTAL OF \$2,214,815.

2679BD D15X V 12-7F 010

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION MISC. INCOME INCOME FROM PRIVATE EQUITY PARTNERSHIPS OTHER INCOME FROM K-1S	REVENUE AND EXPENSES PER BOOKS 15,423. 7,569,172.	NET INVESTMENT <u>INCOME</u> 13,646. 6,036,872. 950,297.	ADJUSTED NET <u>INCOME</u> 15,423. 6,036,872. 993,991.
TOTALS	7,584,595.	7,000,815.	7,046,286.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET _INCOME	CHARITABLE PURPOSES
CAPLIN & DRYSDALE DAVIS & GILBERT LLP LITTLER MENDELSON FASTIFF STOEL RIVES LLP VARIOUS ATTORNEYS AND COSTS ZIONTZ, CHESTNUT, VARNELL, BER	17,973. 13,525. 31,774. 386,868. 32,507. 21,852.	170,919.	170,919.	17,973. 13,525. 31,774. 215,949. 32,507. 21,852.
TOTALS	504,499.	170,919.	170,919.	333,580.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET _INCOME_	CHARITABLE PURPOSES
ERNST & YOUNG LLP	153,746.	23,062.	23,062.	130,684.
JACOBSON JARVIS & CO. PLLC	7,785.			7,785.
JESSE THOMAS GRAYSTON, CPA	34,133.	13,653.	13,653.	20,480.
TOTALS	195,664.	36,715.	36,715.	158,949.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET <u>INCOME</u>	CHARITABLE PURPOSES
ALTRINSIC	450,421.	450,421.	450,421.	
ARBOR CAPITAL	576,855.	576,855.	576,855.	
ARROWSTREET	620,791.	620,791.	620,791.	
BNY MELLON	872,489.	872,489.	872,489.	
BAILLIE GIFFORD	678,026.	678,026.	678,026.	
BGI	131,231.	131,231.	131,231.	
DELAWARE	349,611.	349,611.	349,611.	
DODGE & COX	166,277.	166,277.	166,277.	
EIM MANAGEMENT INC.	1,000,000.	1,000,000.	1,000,000.	
HEWITT ENNISKNUPP, INC	340,000.	340,000.	340,000.	
GLENROCK CAPITAL ADVISERS, LLC	350,000.	350,000.	350,000.	
GOLDMAN SACHS	330,752.	330,752.	330,752.	
INSTSHAREHOLDERS	77,000.	77,000.	77,000.	
ORG PORTFOLIO MANAGEMENT, LLC	160,896.	160,896.	160,896.	
OTHERS	606,181.	26,513.	26,513.	579,668.
PIMCO		390,151.	390,151.	
PORTFOLIO MANAGEMENT TECHNOLOG	-	44,000.		
STEINBERG US	516,119.	516,119.	516,119.	
ARTHUR J GALLAGHER & CO. OF WA	95,000.			95,000.
AFFIRMA CONSULTING	46,020.			46,020.
AIM CONSULTING GROUP, LLC	603,217.			603,217.
ALEX FRYER	148,137.			148,137.
AON CONSULTING, INC.	65,000.			65,000.
APCO WORLDWIDE, INC.	102,529.			102,529.
APPIPHONY, LLC	38,600.			38,600.
BLINK INTERACTIVE, INC.	37,500.			37,500.
BT AMERICAS, INC.	71,360.			71,360.
BULLETIN NEWS NETWORK, INC.	44,831.			44,831.
DENALI ADVANCED INTEGRATION	117,125.			117,125.
FACE TO FACE INTEGRATED TECH	124,204.			124,204.
FRESH CONSULTING, LLC	105,000.			105,000.
G.A. JONES & ASSOCIATES, INC.	56,375.			56,375.

ATTACHMENT 4 (CONT'D)

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET <u>INCOME</u>	CHARITABLE PURPOSES
KORN FERRY INTERNATIONAL MURPHY & ASSOCIATES, INC. ORANGEBELLY DESIGN RED JET FILMS, LLC RESYNC, INC. SAGE INFORMATION TECHNOLOGY LESS 50% MEALS DISALLOWED	117,747. 56,280. 38,790. 57,474. 57,301. 359,029.			117,747. 56,280. 38,790. 57,474. 57,301. 359,029. -46,867.
TOTALS	10,002,319.	7,081,132.	7,081,132.	2,874,320.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET _INCOME	CHARITABLE PURPOSES
LICENSING PROPERTY TAXES EXCISE AND B & O TAXES UNRELATED BUSINESS INCOME TAX FOREIGN TAXES FROM K-1'S	5,828. 10,933. 4,324. 9,424.	9,424. 357,800.	9,424. 357,800.	5,828. 10,933. 4,324.
TOTALS	30,509.	367,224.	367,224.	21,085.

FORM 990PF, PART I - OTHER EXPENSES

	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET	CHARITABLE
DESCRIPTION	PER BOOKS	INCOME	INCOME	PURPOSES
YOUTH AND FAMILY SUPPORT SERVI	35,203,015.			35,203,015.
ADVERTISING AND PROMOTION	82,137.			82,137.
AUTOMOBILE EXPENSE	95,536.			95,536.
BANK FEES	38,870.			38,870.
BOT DEFERRED GAINS	24,097.			24,097.
COMMUNICATIONS	623,786.			623,786.
DATA PROCESSING	52,610.			52,610.
DUES AND MEMBERSHIPS	308,509.			308,509.
EQUIPMENT RENTAL/LEASE	487,952.			487,952.
LIABILITY INSURANCE	701,465.			701,465.
MISCELLANEOUS	2,225.			2,225.
MOVING EXPENSE	62,132.			62,132.
OFFICE SUPPLIES	440,330.			440,330.
POSTAGE	202,834.			202,834.
RECRUITMENT EXPENSES	122,328.			122,328.
REPAIRS & MAINTENANCE	695,647.			695,647.
SOFTWARE & FIXED ASSETS <\$1000	1,297,657.			1,297,657.
STAFF TRAINING AND DEVELOPMENT	482,104.			482,104.
TEMPORARY HELP	553,765.			553,765.
EXP. ALLOCATION TO INV. INCOME		944,663.	944,663.	-944,663.
ACCRUAL TO CASH ADJUSTMENT				1,759,451.
INV. EXPENSES FROM K-1		7,634,438.	7,634,438.	
LESS 50% MEALS DISALLOWED				-134,076.
TOTALS	<u>41,476,999.</u>	<u>8,579,101.</u>	<u>8,579,101.</u>	<u>42,157,711.</u>

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
PREPAID INSURANCE PREPAID RENT	253,420.	253,420.
PREPAID OTHER	605,930.	605,930.
TOTALS	859,350.	859,350.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS		
	ATTACHMENT 8	
DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
US OBLIGATIONS STATE OBLIGATIONS SEE ATTACHMENTS FOR DETAIL	100,345,786. 8,845,260.	101,977,760. 10,671,789.
US OBLIGATIONS TOTAL	109,191,046.	112,649,549.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
COMMON AND PREFFERED STOCK SEE ATTACHMENTS FOR DETAIL	977,684,947.	1,139,541,164.
TOTALS	977,684,947.	1,139,541,164.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>		
CORPORATE BONDS SEE ATTACHMENTS FOR DETAIL	226,815,698.	248,813,314.		
TOTALS	226,815,698.	248,813,314.		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
OTHER INVESTMENTS SEE ATTACHMENTS FOR DETAIL	441,116,703.	454,122,478.
TOTALS	441,116,703.	454,122,478.

91-0793881 CASEY FAMILY PROGRAMS

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 12

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	
LAND	L	4,360,513.			4,360,513.					
BUILDING	SL	22015268.			22015268.	6,202,285.	798,813.		7,001,098.	
FURNITURE AND FIXT	SL	9,501,866.			9,501,866.	5,922,131.	960,557.		6,882,688.	
AUTOMOBILES	SL	493,497.			493,497.	448,184.	29,068.		477,252.	
LEASEHOLD IMPLOVEM	SL	11726734.			11726734.	1,246,142.	1,081,051.		2,327,193.	
TOTALS		48097878			48097878.				_16688231_	

ATTACHMENT 12 010

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

	ENDING	ENDING
DESCRIPTION	BOOK VALUE	FMV
MISC. RECEIVABLE	439,876.	439,876.
INTEREST AND DIVIDENDS RECEIVA	1,862,099.	1,862,099.
CONSTRUCTION IN PROGRESS	16,805.	16,805.
DEPOSITS	66,398.	66,398.
OTHER NON CURRENT ASSETS	162,746.	162,746.
457F DEFERRED COMP PLAN	675,005.	675,005.
TOTALS	3,222,929.	3,222,929.

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION ENDING
BOOK VALUE

BOT DEFERRED INCOME & INTEREST

DEFERRED RENT

DEFFERED LEASE INCENTIVE

INSURANCE CLAIM RESERVE

UNCLAIMED PROPERTY

TDA LOANS

1,098,516.

2,823,803.

6,129,684.

435,000.

1,699.

TOTALS 10,490,878.

FORM 990PF, PART VII-A, LINE 8A - STATES

AL, AK, AZ, CA, CO, DC, FL, GA, HI, ID, IL, IN, KY, LA, ME, MD, MA, MI, MN, MO, NV, NJ, NY, NC, OH, OR, PA, SC, SD, TX, WA, WV, WY,

0

ATTACHMENT 16

0

0

SEATTLE, WA 98121-2641

SEATTLE, WA 98121-2641

SEATTLE, WA 98121-2641

2001 EIGHTH AVE, SUITE 2700

2001 EIGHTH AVE, SUITE 2700

GARY R SEVERSON

DAVID MILLS

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

TRUSTEE

TRUSTEE

16.00

18.00

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
SHELIA EVANS-TRANUMN 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	CHAIR 24.00	174,930.	0	0
JOAN B POLIAK 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	VICE CHAIR 20.00	153,083.	0	0
SHARON MCDANIEL 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TREASURER 18.00	153,083.	0	0
AMERICA Y BRACHO 2001 EIGHTH AVE, SUITE 2700	CORP. SECRETARY 14.00	153,083.	0	0

2679BD D15X V 12-7F 010 ATTACHMENT 16

88,500.

153,083.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 16 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
ROBERT A WATT 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TRUSTEE 15.00	153,083.	0	0
NORMAN B RICE 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TRUSTEE 15.00	64,585.	0	0
WILLIAM C BELL PHD 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	PRESIDENT AND CEO 40.00	746,817.	47,400.	0
	GRAND TOTALS	1,840,247.	47,400.	

2679BD D15X V 12-7F 010 ATTACHMENT 16

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

			ATTACHMEN	Т 17
NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	AND OTHER
JOSEPH A BOATENG 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	CHIEF INV. OFFICER 40.00	1,104,670.	47,400.	0
DAVID B SANDERS 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	EVP SYSTEMS IMPROVMT 40.00	376,702.	47,400.	0
CHRISTOPHER T YEBUAH 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	MANGING DIRECTOR-INV 40.00	362,527.	47,400.	0
DAVID A DANIELSON 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	EVP OF ADMIN AND CFO 40.00	356,249.	47,400.	0
TIMOTHY R STARK 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	DIRECTOR-INVESTMENTS 40.00	329,233.	47,400.	0
	TOTAL COMPENSATION	2,529,381.	237,000.	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

	ATTACHMEN	NT 18
NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
EIM MANAGMENT INC. 750 LEXINGTON AVE, 27TH FLOOR NEW YORK, NY 10022	INVESTMNT CONSULTANT	1,000,000.
BNY-MELLON ONE WALL STREET, 32 FLOOR NEW YORK, NY 10277	INVESTMENT CUSTODIAN	872,489.
BAILLIE GIFFORD 757 THIRD AVENUE, 17TH FLOOR NEW YORK, NY 10017-2013	INVESTMENT MANAGER	678,026.
ARROWSTREET 200 CLARENDON STREET, 30TH FLOOR BOSTON, MA 02116	INVESTMENT MANAGER	620,791.
AIM CONSULTING GROUP LLC PO BOX 796 SPOKANE, WA 99210	CONSULTING	603,217.
TOTAL COM	PENSATION	3,774,523.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALS ASSOCIATION GREATER PHILADELPHIA CHAPTER	N/A	MEMORIAL DONATION	50.
321 NORRISTOWN ROAD, SUITE 260	509(A)(1)		
AMBLER, PA 19002			
AMERICAN CIVIL LIBERTIES UNION OF WASHINGTON	N/A	TO HELP SUPPORT ACLU'S ANNUAL BILL OF RIGHTS	5,000.
901 FIFTH AVE, SUITE 630	509(A)(3) TYPE 1	CELEBRATION DINNER IN SEATTLE	
SEATTLE, WA 98164			
THE ASPEN INSTITUTE	N/A	TO SUPPORT THE OPPORTUNITY YOUTH INCENTIVE FUND	300,000.
ONE DUPONT CIRCLE NW, #700	509(A)(2)		
WASHINGTON, DC 20036			
ASSOC. OF BLACK FOUNDATION EXECUTIVES	N/A	TO HELP SUPPORT THE 2012 ANNUAL CONFERENCE AND	15,000.
333 7TH AVE, 13TH FLOOR	509(A)(1)	JAMES A. JOSEPH LECTURE & AWARDS CEREMONY IN	
NEW YORK, NY 10001		PHILADELPHIA ON APRIL 27-29, 2012.	
ASSOC. OF BLACK FOUNDATION EXECUTIVES	N/A	TO HELP ORGANIZATION TO ASSESS THE CAPACITY OF 5	20,000.
333 7TH AVE, 13TH FLOOR	509(A)(1)	RURAL MUNICIPALITIES USING A PHILANTHROPIC LENS	
NEW YORK, NY 10001		TO SUPPORT APPLICATION OF CITIES UNITED.	
D. 107 107 107 107 107 107 107 107 107 107	27.(2	TO GUNDON THE DESCRIPTION OF GRANDER &	50.000
BLACK ADMINISTRATORS IN CHILD WELFARE	N/A	TO SUPPORT THE RESTUCTURE OF GRANTEE'S STRATEGIC	50,000.
900 SECOND STREET NE, SUITE 202	509(A)(1)	WORK.	
WASHINGTON, DC 20002			

ATTACHMENT 19 2679BD D15X V 12-7F 010

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE BREAKFAST GROUP	N/A	TO SUPPORT THE 21ST TIE-ONE-ON LUNCHEON, A RITE	3,000.
P.O. BOX 22056	509(A)(2)	OF PASSAGE FOR YOUNG MEN WHO HAVE SUCCESSFULLY	
SEATTLE, WA 98122		PARTICIPATED IN THE PROJECT MISTER PROGRAM.	
CENTER FOR CHILDREN & YOUTH JUSTICE	N/A	TO SUPPORT THE PHILANTHROPISTS FORUM	15,000.
615 2ND AVE. SUITE 275	509(A)(1)		
SEATTLE, WA 98004			
CHAPIN HALL CENTER FOR CHILDREN	N/A	TO HELP ENABLE GRANTEE TO CONTINUE ITS WORK WITH	28,100.
1313 EAST 60TH ST	509(A)(1)	THE ADMINISTRATION ON CHILDREN, YOUTH AND	
CHICAGO, IL 60637		FAMILIES	
CHILD WELFARE LEAGUE OF AMERICA, INC.	N/A	TO SUPPORT GRANTEE'S LEADERSHIP WORK IN CHILD	400,000.
1726 M STREET NW, SUITE 500	509(A)(1)	WELFARE WORK AND TO FACILITATE ITS CONTINUED	
WASHINGTON, DC 20036		MISSION RELATED WORK AND SUCCESS.	
CHILDREN UNITING NATIONS INC.	N/A	TO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR	25,000.
6380 WILSHIRE BLVD. SUITE 1006	509(A)(1)	CHILDREN" CONFERENCE IN WASHINGTON DC ON JULY 19,	
LOS ANGELES, CA 90048		2012	
CONGRESSIONAL BLACK CAUCUS FOUNDATION	N/A	TO HELP SUPPORT THE 42ND ANNUAL LEGISLATIVE	25,000.
1720 MASSACHUSETTS AVE. NW	509(A)(1)	CONFERANCE.	
WASHINGTON, DC 20036			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

RELATIONSHIP	TΩ	SUBSTANTIAL	CONTRIBITOR

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FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
N/A	TO SUPPORT THE 2012 ANGELS IN ADOPTION PROGRAM TO	25,000.
509(A)(1)	TAKE PLACE IN WASHINGTON DC ON SEPT. 12, 2012.	
N/A	TO BE A NATIONAL ALUMNI ASSOCIATION CORPORATE	5,000.
509(A)(1)	SPONSOR.	
N/A	TO HELP GRANTEE TO IMPLEMENT A CHILD WELFARE	55,940.
GOVT AGENCY	INITIATIVE.	
N/A	TO SUPPORT THE DISTRICT OF COLOMBIA CHILDREN'S	30,000.
509(A)(1)	ADVOCACY CENTER WITH THE 18TH ANNUAL NATIONAL	
	CONFERENCE ON CHILD ABUSE AND NEGLECT IN	
	WASHINGTON DC ON APRIL 16-20, 2012.	
N/A	TO SUPPORT D.A.D.S. ACHIEVE ITS MISSION OF	15,000.
509(A)(1)	HELPING FATHERS TO NAVIGATE BARRIERS THAT	
	SEPARATE THEM FROM THEIR FAMILIES AND CHILDREN.	
N/A	TO SUPPORT THE FOUNDATION FOR EARLY LEARNING AND	5,000.
509(A)(1)	THE 2012 LEADERSHIP LUNCHEON TO SUPPORT EARLY	
	EDUCATION WHICH WILL TAKE PLACE IN SEATTLE ON	
	MARCH 2,2012.	
	FOUNDATION STATUS OF RECIPIENT N/A 509(A)(1) N/A GOVT AGENCY N/A 509(A)(1) N/A 509(A)(1)	FOUNDATION STATUS OF RECIPIENT PURPOSE OF GRANT OR CONTRIBUTION TO SUPPORT THE 2012 ANGELS IN ADOPTION PROGRAM TO TAKE PLACE IN WASHINGTON DC ON SEPT. 12, 2012. N/A TO BE A NATIONAL ALUMNI ASSOCIATION CORPORATE SPONSOR. N/A TO HELP GRANTEE TO IMPLEMENT A CHILD WELFARE INITIATIVE. N/A TO SUPPORT THE DISTRICT OF COLOMBIA CHILDREN'S ADVOCACY CENTER WITH THE 18TH ANNUAL NATIONAL CONFERENCE ON CHILD ABUSE AND NEGLECT IN WASHINGTON DC ON APRIL 16-20, 2012. N/A TO SUPPORT D.A.D.S. ACHIEVE ITS MISSION OF HELPING FATHERS TO NAVIGATE BARRIERS THAT SEPARATE THEM FROM THEIR FAMILIES AND CHILDREN. N/A TO SUPPORT THE FOUNDATION FOR EARLY LEARNING AND THE 2012 LEADERSHIP LUNCHEON TO SUPPORT EARLY EDUCATION WHICH WILL TAKE PLACE IN SEATTLE ON

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

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RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTMAKERS FOR CHILDREN YOUTH AND FAMILIES INC. 8757 GEORGIA AVENUE, #540 SILVER SPRINGS, MD 20910	N/A 509(A)(1)	TO SUPPORT 2012 ANNUAL CONFERENCE ON INVESTING IN PROMISING FUTURES FOR ALL IN EL PASO ON OCT. 9-12, 2012.	10,000.
GRANTMAKERS FOR CHILDREN YOUTH AND FAMILIES INC. 8757 GEORGIA AVENUE, #540 SILVER SPRINGS, MD 20910	N/A 509(A)(1)	TO ASSIST THE ORGANIZATION TO INCREASE ITS CAPACITY BUILDING EFFORTS.	50,000.
HARVEST OF HOPE FAMILY SERVICES NETWORK INC. 630 FRANKLIN BLVD SOMERSET, NJ 08873	N/A 509(A)(1)	TO SUPPORT THE ORGANIZATION'S EFFORTS TO RECRUIT AND TRAIN FOSTER PARENTS.	2,500.
INDEPENDENT SECTOR MEMBERSHIP 1602 L STREET NW WASHINGTON, DC 20036	N/A 509(A)(1)	TO SUPPORT THE ORGANIZATION'S EMERGENCY CAMPAIGN TO MAINTAIN THE CHARITABLE DEDUCTION	20,000.
KING COUNTY BAR FOUNDATION 1200 FIFTH AVE, STE. 600 SEATTLE, WA 98101	N/A 509(A)(1)	TO SUPPORT PRO BONO PROGRAMS AND SCHOLARSHIPS FOR MINORITY LAW STUDENTS.	1,225.
NATIONAL AMERICAN INDIAN COURT JUDGES ASSOCIATION 3300 ARAPAHOE AVE., SUITE 206 BOULDER, CO 80202	N/A INDIAN TRIBE	TO SUPPORT THE 2012 ANNUAL MEETING AND NATIONAL TRIBAL JUDICIAL CONFERENCE IN PRIOR LAKE, MN ON OCT. 17-19, 2012.	53,060.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

ATTACHMENT 19

30,000.

TO SUPPORT THE ORGANIZATIONS FUNDRAISING EFFORTS

WITH A CHALLENGE MATCHING FUNDS GRANT.

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS FOUNDATION STATUS OF RECIPIENT PURPOSE OF GRANT OR CONTRIBUTION AMOUNT NATIVE AMERICAN RIGHTS FUND TO PROVIDE SUPPORT FOR GRANTEE TO CREATE AND 50,000. N/A 1506 BROADWAY 509(A)(1) MAINTAIN A WEBSITE. BOULDER, CO 80302 OPEN ARMS PERINATAL SERVICES N/A TO SUPPORT THE 2012 SPRING LUNCHEON IN SEATTLE ON 2,500. 2524 16TH AVE SOUTH, SUITE 207-A 509(A)(1) MARCH 29, 2012. SEATTLE, WA 98144

ROBERT F. KENNEDY CHILDREN'S ACTION CORPS N/A TO SUPPORT THE RFK ACTION CORPS 2012 EVENT 15,000.

11 BEACON STREET , SUITE 820 509(A)(2) "EMBRACING THE LEGACY" TO BE HELD ON JUNE 14,

BOSTON, MA 02108 2012.

N/A

509(A)(1)

ROOT CAUSE INSTITUTE N/A TO HELP SUPPORT ACTIVITIES RELATED TO THE 200,000.

ONE CANAL PARK, 3RD FLOOR 509(A)(1) LEADERSHIP SUSTAINABILITY INSTITUTE.

CAMBRIDGE, MA 02141

PROJECT WE FOUNDATION INC.

REDONDO BEACH, CA 90278

2110 ARTESIA BLVD, SUITE B-411

ROSEBUD SIOUX TRIBE N/A TO SUPPORT THE TRIBE IN ASSUMING THE RIGHTS TO 5,000.

11 LEGION AVE., PO BOX 430 INDIAN TRIBE DONATED REAL AND PERSONAL PROPERTY

ROSEBUD, SD 57570

91-0793881 CASEY FAMILY PROGRAMS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

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RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEATTLE CENTRAL COMMUNITY COLLEGE	N/A	TO SUPPORT SCCC'S 2012 ANNUAL FUNDRAISING EVENT,	5,000.
1701 BROADWAY, BE 4180	509(A)(1)	BELIEVE!, TO BE HELD IN SEATTLE ON MARCH 7,	
SEATTLE, WA 98122		2012.	
SOUTHEASTERN COUNCIL OF FOUNDATIONS	N/A	TO SUPPORT THE SECF ANNUAL MEETING IN CHARLESTON,	5,000.
50 HURT PLAZA, SUITE 350	509(A)(1)	SC ON NOVEMBER 7-9, 2012.	
ATLANTA, GA 30303			
THE FUND FOR PHILADELPHIA, INC.	N/A	TO SUPPORT THE ORGANIZATIONS MAYORAL GATHERINGS	25,000.
PHILADELPHIA CITY HALL, ROOM 708	509(A)(1)	IN MARCH AND JUNE OF 2012.	
PHILADELPHIA, PA 19107			
TREEHOUSE	N/A	TO SUPPORT AND PAY FOR EXPENSES IN CONNECTION	5,000.
2100 - 24TH AVE. S. SUITE 200	509(A)(1)	WITH THE JUNE LEONARD MEMORIAL MINI-GOLF	
SEATTLE, WA 98144		TOURNAMENT ON FEBRUARY 29,2012.	
UNITED WAY	N/A	TO SUPPORT THE UNITED WAY'S ANNUAL DAY OF CARING	10,000.
720 SECOND AVE	509(A)(1)	TO TAKE PLACE IN SEATTLE ON SEPTEMBER 16, 2012.	
SEATTLE, WA 98104			
UNITED WAY	N/A	TO SUPPORT THE UNITED WAY'S ANNUAL BREAKFAST TO	10,000.
720 SECOND AVE	N/A 509(A)(1)		10,000.
	505(H)(T)	TAKE PLACE IN SEATTLE ON MAY 31, 2012.	
SEATTLE, WA 98104			

ATTACHMENT 19 2679BD D15X 010

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

SEATTLE, WA 98101

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

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RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY	N/A	TO SUPPORT PHASE I YOUTH/ YOUNG ADULTS	25,000.
720 SECOND AVE	509(A)(1)	HOMELESSNESS PLAN	
SEATTLE, WA 98104			
UNIVERSITY OF WASHINGTON	N/A	TO SUPPORT THE THIRD ANNUAL SCHOLARSHIP BREAKFAST	5,000.
SCHOOL OF SOCIAL WORK, PO BOX 354900	GOVT AGENCY	IN SEATTLE ON MARCH 13, 2012.	
SEATTLE, WA 98105			
WELLSPRING FAMILY SERVICES KING COUNTY	N/A	TO HELP FUND CLINICAL TRAINING AND CONSULTATION	30,000.
1900 RAINIER AVE. SOUTH	509(A)(1)	THROUGHOUT GRANTEE'S EARLY LEARNING CENTER.	
SEATTLE, WA 98144			
YEAR UP INC.	N/A	TO HELP YEAR UP TO CREATE A PROGRAM THAT WILL	220,000.
93 SUMMER ST, 5TH FL	509(A)(1)	TEST STRATEGIES AND APPLY LESSONS LEARNED FOR	
BOSTON, MA 02110		IMPROVING OUTCOMES FOR STUDENTS WHO HAVE BEEN OR	
		CURRENTLY IN FOSTER CARE .	
YMCA	N/A	TO PROVIDE SUPPORT FOR THE YMCA'S LEARN,	2,500.
1700 23RD AVE	509(A)(2)	ACHIEVE, SUCCEED CELEBRATION OF EDUCATION 2012	
SEATTLE, WA 98122		LUNCHEON, ON MAY 23, 2012 IN SEATTLE.	
A CONTEMPORARY THEATRE, INC	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	150.
700 UNION ST	509(A)(1)	SUPPORT	

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

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	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN CANCER SOCIETY	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
728 134TH STREET SW SUITE 101	509(A)(1)	SUPPORT	
EVERETT, WA 98024			
AMERICAN CANCER SOCIETY	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	50.
4550 E. BELL RD., SUITE 126	509(A)(1)	SUPPORT	
PHOENIX, AZ 85023			
AMERICAN FRIENDS OF THE SPAFFORD CHILDRENS CENTER	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
2037 S CARROLLTON AVE	509(A)(1)	SUPPORT	
NEW ORLEANS, LA 70118			
AMERICAN HEART ASSOCIATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
710 2ND AVE., SUITE 900	509(A)(1)	SUPPORT	
SEATTLE, WA 98104			
AMERICAN NATIONAL RED CROSS	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	300.
P.O. BOX 37295	509(A)(1)	SUPPORT	
WASHINGTON, DC 20013			
ART WITH HEART	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	150.
P.O. BOX 94402	509(A)(1)	SUPPORT	
SEATTLE, WA 98124			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

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RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ATLANTIC STREET CENTER	N/A	JEMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	200.
2103 S. ATLANTIC ST	509(A)(1)	SUPPORT	
SEATTLE, WA 98144			
BAINBRIDGE SCHOOLS FOUNDATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	500.
8489 MADISON AVE.	509(A)(1)	SUPPORT	
BAINBRIDGE ISLAND, WA 98110			
BEN TOWNE PEDIATRIC CANCER RESEARCH FOUNDATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	1,000.
4535 47TH AVE NE	509(A)(1)	SUPPORT	
SEATTLE, WA 98105			
BLACK ADMINISTRATORS IN CHILD WELFARE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	1,000.
900 SECOND STREET NE, SUITE 202	509(A)(1)	SUPPORT	
WASHINGTON, DC 20002			
CAMPING NETWORK FOR KIDDOS, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
9721 W. HALSTEAD DR.	509(A)(1)	SUPPORT	
BOISE, ID 83704			
CENTER FOR CHILDREN & YOUTH JUSTICE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	150.
615 2ND AVE., SUITE 275	509(A)(1)	SUPPORT	
SEATTLE, WA 98104			

LITTLE ROCK, AR 72202

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

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RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EASTERN MICHIGAN UNIVERSITY FOUNDATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
P.O. BOX 972057	509(A)(1)	SUPPORT	
YPSILANTI, MI 48197			
FOUNDATION FOR EARLY LEARNING	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	150.
615 2ND AVE., SUITE 525	509(A)(1)	SUPPORT	
SEATTLE, WA 98144			
FRIENDS OF THE NWAC	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	620.
15600 NE 8TH ST., #B1-711	509(A)(2)	SUPPORT	
BELLEVUE, WA 98008			
GIFT OF IDENTITY FUND	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	75.
4520 N BARTLETT AVE.	509(A)(1)	SUPPORT	
SHOREWOOD, WI 53211			
HARRY CHAPIN FOOD BANK OF SOUTHWEST FLORIDA	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	500.
3760 FOWLER ST.	509(A)(1)	SUPPORT	
FORT MEYERS, FL 33901			
HEIFER PROJECT INTERNATIONAL	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	360.
1 WORLD AVE.	509(A)(1)	SUPPORT	

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

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RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOPE EVENTS	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	1,000.
414 WALLER ST.	509(A)(1)	SUPPORT	
AUSTIN, TX 78702			
HYLA MIDDLE SCHOOL	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	500.
7861 BUCKLIN HILL RD NE	509(A)(1)	SUPPORT	
BAINBRIDGE ISLAND, WA 98110			
JEWISH COMMUNITY ASSOCIATION OF AUSTIN	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	820.
7300 HART LANE	509(A)(1)	SUPPORT	
AUSTIN, TX 78750			
KING COUNTY SEXUAL ASSAULT RESOURCE CENT	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	300.
200 MILL AVE S, SUITE 10	509(A)(1)	SUPPORT	
RENTON, WA 98057			
KUOW PUGET SOUND PUBLIC RADIO	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	350.
4518 UNIVERSITY WAY, #310	509(A)(1)	SUPPORT	
SEATTLE, WA 98105			
LEAGUE OF WOMEN VOTERS OF CALIFORNIA EDUCATION FUN	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	444.
1107 9TH STREET, SUITE 300	509(A)(1)	SUPPORT	
SACRAMENTO, CA 95814			

ATTACHMENT 19 (CONT'D)

ATTACHMENT 19

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

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RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LUMMI ISLAND HERITAGE TRUST	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	350.
P. O. BOX 158	509(A)(1)	SUPPORT	
LUMMI ISLAND, WA 98262			
MERCER ISLAND - EASTSIDE ORPHANS AND WAIFS	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	50.
P. O. BOX 58	509(A)(1)	SUPPORT	
KIRKLAND, WA 98083			
MOUNT WASHINGTON OBSERVATORY	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	63.
P.O. BOX 2310	509(A)(2)	SUPPORT	
N. CONWAY, NH 03860			
MILLIONAIR CLUB, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	500.
2515 WESTERN AVE	509(A)(1)	SUPPORT	
SEATTLE, WA 98121			
MOCKINGBIRD SOCIETY	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	200.
2100 24TH AVE, SUITE 240	509(A)(1)	SUPPORT	
SEATTLE, WA 98144			
MOISTURE FESTIVAL	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
P.O. BOX 17484	509(A)(2)	SUPPORT	
SEATTLE, WA 98127			

ATTACHMENT 19 (CONT'D)

ATTACHMENT 19

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

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RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MOORELAND HILL SCHOOL	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
166 LINCOLN ST.	509(A)(1)	SUPPORT	
KENSINGTON, CT 06037			
NORTH TEXAS FOOD BANK	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
4500 S. COCKRELL HILL RD.	509(A)(1)	SUPPORT	
DALLAS, TX 75236			
OPEN ARMS PERINATAL SERVICES	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	650.
2524 16TH AVE SOUTH, SUITE 207-A	509(A)(1)	SUPPORT	
SEATTLE, WA 98144			
PLANNED PARENTHOOD FEDERATION & AMERICA, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
434 W. 33RD STREET	509(A)(1)	SUPPORT	
NEW YORK, NY 10001			
PLANNED PARENTHOOD OF THE GREAT NORTHWEST	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	50.
2001 E. MADISON	509(A)(2)	SUPPORT	
SEATTLE, WA 98122			
PROVIDENCE HEALTH AND SERVICES WASHINGTON	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
8201 10TH AVE S, #6	509(A)(1)	SUPPORT	
SEATTLE, WA 98108			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

WAKEFIELD, LA 70784

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

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RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ROBERT F. KENNEDY CHILDREN'S ACTION CORPS	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
11 BEACON STREET , SUITE 820	509(A)(2)	SUPPORT	
BOSTON, MA 02108			
RUTH ELLIS CENTER, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	365.
77 VICTOR STREET	509(A)(1)	SUPPORT	
HIGHLAND PARK, MT 48203			
SEATTLE CENTRAL COMMUNITY COLLEGE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	650.
1701 BROADWAY, BE 4180	509(A)(1)	SUPPORT	
SEATTLE, WA 98122			
SEATTLE NORTH APP PTA	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
4509 INTERLAKE AVE., #101	509(A)(1)	SUPPORT	
SEATTLE, WA 98103			
SIGHTLINE INSTITUTE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	1,000.
1402 3RD AVE., SUITE 500	509(A)(1)	SUPPORT	
SEATTLE, WA 98101			
ST. FRANCISVILLE CHAPTER OF THE BATON ROUGE SYMPHO	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	200.
P.O. BOX 289	509(A)(2)	SUPPORT	

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

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RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. PAUL SCHOOL	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
325 PLEASANT ST.	509(A)(1)	SUPPORT	
CONCORD, NH 03301			
SWEDISH MEDICAL CENTER FOUNDATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
747 BROADWAY	509(A)(1)	SUPPORT	
SEATTLE, WA 98122			
THE DETROIT INSTITUTE OF ARTS	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	385.
5200 WOODWARD AVE.	509(A)(1)	SUPPORT	
DETROIT, MI 48202			
THE LEUKEMIA & LYMPHOMA SOCIETY, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	500.
221 MAIN ST, SUITE 1650	509(A)(1)	SUPPORT	
SAN FRANCISCO, CA 94105			
THE LEUKEMIA & LYMPHOMA SOCIETY, INC WA/AK CHAPTE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	500.
123 NW 36TH ST. #100	509(A)(1)	SUPPORT	
SEATTLE, WA 98107			
THE 5TH AVENUE THEATRE ASSOCIATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	50.
1308 5TH AVE.	509(A)(2)	SUPPORT	
SEATTLE, WA 98101			

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOWN HALL ASSOCIATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	1,000.
1119 8TH AVE.	509(A)(1)	SUPPORT	
SEATTLE, WA 98101			
TREEHOUSE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	2,996.
2100 - 24TH AVE. S. SUITE 200	509(A)(1)	SUPPORT	
SEATTLE, WA 98144			
UNITED WAY	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	4,705.
720 SECOND AVE	509(A)(1)	SUPPORT	
SEATTLE, WA 98104			
UNIVERSITY OF WASHINGTON FOUNDATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
BOX 359505	509(A)(1)	SUPPORT	
SEATTLE, WA 98195			
WASHINGTON WOMEN'S FOUNDATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	1,000.
2100 24TH AVE, SUITE 330	509(A)(1)	SUPPORT	
SEATTLE, WA 98144			
WINDSOR BOYS AND GIRLS CLUB, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	50.
P.O. BOX 7464	509(A)(1)	SUPPORT	
SANTA ROSA, CA 95407			

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOMEN OF POWER INTERNATIONAL	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	1,000.
460 S. COUNTRY CLUB DR.	509(A)(1)	SUPPORT	
MESA, AZ 85210			
WORLD VISION, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	2,000.
P. O. BOX 9716	509(A)(1)	SUPPORT	
FEDERAL WAY, WA 98063			
WOUNDED WARRIOR PROJECT, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
4899 BELFORT RD., SUITE 300	509(A)(1)	SUPPORT	
JACKSONVILLE, FL 32256			
YOUTHCARE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	150.
2500 NE 54TH ST.	509(A)(1)	SUPPORT	
SEATTLE, WA 98105			
YWCA OF KING & SNOHOMISH COUNTY	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
1118 5TH AVE.	509(A)(2)	SUPPORT	
SEATTLE, WA 98101			
GOODWILL	N/A	DONATION OF CAR	3,017.
612 W. 17TH STREET	509(A)(1)		
CHEYENNE, WY 82001			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

3,528,325.

TOTAL CONTRIBUTIONS PAID

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS FOUNDATION STATUS OF RECIPIENT PURPOSE OF GRANT OR CONTRIBUTION AMOUNT

ROSEBUD SIOUX INDIAN TRIBE N/A DONATION OF LAND, BUILDING AND PERSONAL PROPERTY 1,690,000.

11 LEGION AVE, P.O. BOX 430 INDIAN TRIBE ASSOCIATED WITH THE CASEY FAMILY PROGRAMS

ROSEBUD, SD 57570 BUILDING AT HIGHWAY E18, ROSEBUD SD.

YOUTH UPRISING N/A TO HELP SUPPORT HOSTING THE WELCOME RECEPTION FOR 1,500.

8711 MACARTHUR BLVD. 509(A)(1) THE INCOMING DIRECTOR OF ALAMEDA SOCIAL SERVICES

OAKLAND, CA 94605

AGENCY.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 20

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OGLALA SIOUX TRIBE	N/A	DONATION OF BUILDING AND PERSONAL PROPERTY	1,285,000.
P.O. BOX 2070	INDIAN TRIBE	ASSOCIATED WITH THE CASEY FAMILY PROGRAMS	
PINE RIDGE, SD 57770		BUILDING AT HIGHWAY E18, MISION, SD.	
BEGINNING CHILD CARE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
1821 15TH AVE.	509(A)(1)	SUPPORT	
SEATTLE, WA 98122			
DENVER INDIAN FAMILY RESOURCE CENTER	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	650.
4407 MORRISON RD., #100	509(A)(1)	SUPPORT	
DENVER, CO 80219			
FARESTART	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
700 VIRGINIA ST	509(A)(2)	SUPPORT	
SEATTLE, WA 98101			
GREATER BATON ROUGE FOOD BANK	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
5546 CHOCTOW DR	509(A)(1)	SUPPORT	
BATON ROUGE, LA 70805			
LEWISTON LIBRARY FOUNDATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	150.
P.O. BOX 1055	509(A)(1)	SUPPORT	
LEWISTON, ID 83501			

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 20 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

AND					
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT		
MERCY CORPS	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.		
45 SW ANKENY ST.	509(A)(1)	SUPPORT			
PORTLAND, OR 97204					
RHODE ISLAND STATE GRANGE FOUNDATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.		
120 WILSON AVE.	509(A)(1)	SUPPORT			
RUMFORD, RI 02916					
SACRED HEART COMMUNITY SERVICE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.		
13815 FIRST ST.	509(A)(1)	SUPPORT			
SAN JOSE, CA 95110					
SEATTLE'S UNION GOSPEL MISSION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.		
P.O. BOX 202	509(A)(1)	SUPPORT			
SEATTLE, WA 98111					
SPAY BATON ROUGE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.		
P.O. BOX 82638	509(A)(1)	SUPPORT			
BATON ROUGE, LA 70884					
TREEHOUSE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	200.		
2100 - 24TH AVE. S. SUITE 200	509(A)(1)	SUPPORT			
SEATTLE, WA 98144					

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 20 (CONT'D)

__1,292,176.

TOTAL CONTRIBUTIONS APPROVED

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	3,566.
720 SECOND AVE	509(A)(1)	SUPPORT	
SEATTLE, WA 98104			
WELLSPRING FAMIY SERVICES	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	500.
1900 RAINIER AVE. SOUTH	509(A)(1)	SUPPORT	
SEATTLE, WA 98144			
WORLD VISION, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	300.
P. O. BOX 9716	509(A)(1)	SUPPORT	
FEDERAL WAY, WA 98063			
YAKIMA SYMPHONY ORCHESTRA	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	560.
32 NORTH 3RD ST., #333	509(A)(2)	SUPPORT	
YAKIMA, WA 98901			

ATTACHMENT 20 2679BD D15X

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V 12-7F

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISC. INCOME INCOME FROM PRIVATE EQUITY PARTNERSHIPS	900099	43,694.	14	7,525,478.	15,423.
TOTALS		43,694.		7,525,478.	15,423.

Form **8453-EO**

Exempt Organization Declaration and Signature for Electronic Filing

OMB No.	1545-1879

For calendar year 2010, or tax year beginning ______, 2010, and ending _____

Department of the Treasury Internal Revenue Service

For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868 ► See instructions on back. Name of exempt organization

Employer identification number

91-0793881

Part I	Type of Return and Return Information	(Whole Dollars (Only)
	. , , ,	\ · · · · · · · · · · · · · · · · · · ·	, ,

Check the box for the type of return being filed with Form 8453-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line of the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a	Form 990 check here	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b	
2a	Form 990-EZ check here ▶		2b	
3a	Form 1120-POL check here	b Total tax (Form 1120-POL, line 22)	3b	
4a	Form 990-PF check here ▶	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	0.
5a	Form 8868 check here	b Balance due (Form 8868, line 3c)	5b	

Part II Declaration of Officer

ASEY FAMILY PROGRAMS

3	X	I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) electronic funds
		withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the
		organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment
		I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement
		date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential
		information necessary to answer inquiries and resolve issues related to the payment.

If a copy of this return is being filed with a state age	ency(ies) regulating char	rities as part of the IRS Fed/State	program, I certify that
 executed the electronic disclosure consent contained	within this return allow	wing disclosure by the IRS of this	Form 990/990-EZ/990-
PF (as specifically identified in Part I above) to the selected	d state agency(ies).	· ·	

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2010 electronic return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund.

Sign Here	•		11/10/2010
		Signature of officer	Date

PRESIDENT & CEO

Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer(see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

ERO's	ERO's signature	Date	Check if also paid preparer	Check if self-employed	ERO's SSN or PTIN
Use Only	Firm's name (or yours if self-employed),				EIN
	address, and ZIP code				Phone no.
	lties of perjury, I declare that I have examined the aboviey are true, correct, and complete. Declaration of preparer is bas				

	Print/Type preparer's name	Preparer's signature	Date	Check if	PTIN
Paid				self-employed	
•	Firm's name ▶ ERNST & YOUNG LLP	US		Firm's EIN ▶	
Use Only	Firm's address ▶ 111 MONUMENT CIRCL	E, SUITE 2600		Phone no.	
	INDIANAPOLIS	IN 462	204	3	17-681-700

For Privacy Act and Paperwork Reduction Act Notice, see back of form.

Form **8453-EO** (2010)

0E1675 0.060

990-PF Department of the Treasure

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0052 (0) 1 (0)

For calendar year 2010, or tax year beginning , 2010, and ending 20 Initial return of a former public charity G Check all that apply: Initial return Final return Amended return Address change Name change Name of foundation A Employer identification number CASEY FAMILY PROGRAMS 91-0793881 Number and street (or P.O. box number if mail is not delivered to street address) Room/suite B Telephone number (see page 10 of the instructions) 2001 EIGHTH AVE, SUITE 2700 (206) 282-7300C If exemption application is pending, check here City or town, state, and ZIP code 1. Foreign organizations, check here SEATTLE, WA 98121-2641 2. Foreign organizations meeting the 85% test, check here and attach **H** Check type of organization: | X | Section 501(c)(3) exempt private foundation computation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation If private foundation status was terminated X Accrual Fair market value of all assets at end **J** Accounting method: Cash under section 507(b)(1)(A), check here Other (specify) of year (from Part II, col. (c), line If the foundation is in a 60-month termination 2,096,129,391. (Part I, column (d) must be on cash basis.) 16) ▶ \$ under section 507(b)(1)(B), check here (d) Disbursements Part I Analysis of Revenue and Expenses (The (a) Revenue and total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in (b) Net investment (c) Adjusted net for charitable expenses per income income purposes books column (a) (see page 11 of the instructions).) (cash basis only) 19,145,308. 1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is **not** required to 2 Check > attach Sch. B 24,933 24,933 24,933 3 Interest on savings and temporary cash investments 42,869,383. 42,869,383. 34,146,642. Dividends and interest from securities 4 **b** Net rental income or (loss) -5,671,003. Net gain or (loss) from sale of assets not on line 10 Revenue Gross sales price for all 1,507,407,784. assets on line 6a 7 Capital gain net income (from Part IV, line 2) 15,044,005. Net short-term capital gain 35,000. Income modifications Gross sales less returns and allowances 10 a **b** Less: Cost of goods sold c Gross profit or (loss) (attach schedule) 3,823,176. 137,313. 312,294. ATCH 1 Other income (attach schedule) 11 51,469,056. 43,031,629. 58,285,615. Total. Add lines 1 through 11 12 1,611,807. 133,950. 133,950. 1,477,857. Compensation of officers, directors, trustees, etc. 13 2,074,051. 37,928,621. 2,074,051. 35,288,703. 14 Other employee salaries and wages 11,868,195. 12,264,027. 308,016. 308,016. Expenses Pension plans, employee benefits 15 35<mark>2,927</mark>. 232,309. 120,618. 120,618. **16 a** Legal fees (attach schedule) ATCH 2 197,568 21,122 21,122. 176,447. \boldsymbol{b} Accounting fees (attach schedule) $\,^{\mathrm{ATCH}}$ $\,^{\mathrm{3}}$ 5,841,063. 7,402,124. 1,561,061. 5,841,063. c Other professional fees (attach schedule) * Administrative 17 37,562. 358,439. 358,439. 37,562. Taxes (attach schedule) (see page 14 of the instructions) 18 2,013,518 Depreciation (attach schedule) and depletion 19 5,363,581. 5,645,636. 20 3,425,854. 30,407. 30,407. 3,395,447. 21 Travel, conferences, and meetings and 369,335 369,335. 22 Printing and publications 44,386,669. 7,555,766. 7,582,242. 38,215,392. Operating Other expenses (attach schedule) ATCH 6 23 24 Total operating and administrative expenses. 98,267,944. 115,353,593. 16,443,432 16,469,908. Add lines 13 through 23 1,179,198 911,450. Contributions, gifts, grants paid 25 116,532,791. 99,179,394. 16,443,432. 16,469,908. Total expenses and disbursements. Add lines 24 and 25 Subtract line 26 from line 12: -65,063,735. a Excess of revenue over expenses and disbursements <u>26,5</u>88,197. **b Net investment income** (if negative, enter -0-) 41,815,707. c Adjusted net income (if negative, enter -0-). .

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- 01	111 990-	FF (2010)	, J ±	0799001	raye z
Р	art II	Attached schedules and amounts in the description column should be for end-of-year	Beginning of year	End o	<u> </u>
		amounts only. (See instructions.)	(a) Book Value	(b) Book Value	(c) Fair Market Value
		Cash - non-interest-bearing	165,028.	8,319,216.	8,319,216.
		Savings and temporary cash investments	79,143,304.	101,371,879.	101,518,239.
		Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons (attach schedule) (see page 15 of the instructions)			
		Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
S		Inventories for sale or use	F00 010	1 015 004	1 015 004
Assets		Prepaid expenses and deferred charges ATCH 7	783,210.	1,015,904.	1,015,904.
As		Investments - U.S. and state government obligations (attach schedule)	105,231,064.	134,875,636.	135,185,664.
		Investments - corporate stock (attach schedule) ATCH 9	1,206,977,505.	1,137,217,215.	1,260,418,293.
	11 C	Investments - corporate bonds (attach schedule) ATCH 10 Investments - land, buildings,	305,629,214.	287,092,668.	296,705,470.
		and equipment: basis Less: accumulated depreciation (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) Land, buildings, and equipment: hasis 48,849,435.	323,805,764.	286,707,639.	256,741,945.
	14				ATCH 12
		Less: accumulated depreciation 13,191,514. (attach schedule)	25,165,456.	35,657,921.	32,364,605.
	15	Other assets (describe ATCH 13)	3,218,445.	3,860,055.	3,860,055.
	16	Total assets (to be completed by all filers - see the			
\Box		instructions. Also, see page 1, item I)	2,050,118,990.		2,096,129,391.
	17	Accounts payable and accrued expenses	12,903,229.	20,028,786.	
	18	Grants payable			
es	19	Deferred revenue			
≣	20	Loans from officers, directors, trustees, and other disqualified persons			
Liabilities	21	Mortgages and other notes payable (attach schedule)			
-	22	Other liabilities (describe	5,913,323.	9,850,644.	
			10 016 550	00 000 400	
\dashv	23	Total liabilities (add lines 17 through 22)	18,816,552.	29,879,430.	
		Foundations that follow SFAS 117, check here X and complete lines 24 through 26 and lines 30 and 31.			
Se	24	Unrestricted	2,031,302,438.	1,966,238,703.	
č	25	Temporarily restricted			
ala	26	Permanently restricted			
Net Assets or Fund Balances		Foundations that do not follow SFAS 117,			
Ľ		check here and complete lines 27 through 31.			
느	27	Capital stock, trust principal, or current funds			
5	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
se	29	Retained earnings, accumulated income, endowment, or other funds			
ğ	30	Total net assets or fund balances (see page 17 of the			
Re		instructions)	2,031,302,438.	1,966,238,703.	
	31	Total liabilities and net assets/fund balances (see page 17			
		of the instructions)	2,050,118,990.	1,996,118,133.	
P		Analysis of Changes in Net Assets or Fund	Balances		
1	Total	net assets or fund balances at beginning of year - Part	II, column (a), line 30 ((must agree with	
	end-	of-year figure reported on prior year's return)		1	2,031,302,438.
2		compunt from Dort L line 27a		0	-65,063,735.
		n in any and a second in the deal of in the a O (it and in)			
4	Add I	inos 1 2 and 3		4	1,966,238,703.
5	Decr	eases not included in line 2 (itemize)		5	
6	Total	net assets or fund balances at end of year (line 4 minus line	e 5) - Part II, column (b), I	line 30 6	1,966,238,703.
		**ATCH 8			Form 990-PF (2010)

0E1420 1.000 2679BD D15X

P	art IV Capital Gain	s and Losses for Tax on In	vestment Income			
	(a) List an	nd describe the kind(s) of property sold	(e.g., real estate,	(b) How acquired P-Purchase	(c) Date acquired	(d) Date sold
	2-story brick warehouse; or common stock, 200 shs. MLC Co.)				(mo., day, yr.)	(mo., day, yr.)
<u>1a</u>	SEE PART IV SCH	EDULE				
_k)					
e	9	T	(m) Cost or other basis			
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (lo (e) plus (f) minu	
_a	1					
_k)					
	;					
c	<u>t</u>					
e						
	Complete only for assets	showing gain in column (h) and owned	by the foundation on 12/31/69		Gains (Col. (h) g	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	col.	(k), but not less t Losses (from co	
a	1					
k						
-	:					
C	t					
)					
2	Capital gain net income or		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-10,	630,918.
3	Net short-term capital gain	or (loss) as defined in sections 122			·	· · · · · · · · · · · · · · · · · · ·
	· -	line 8, column (c) (see pages 13 a				
	If (loss), enter -0- in Part I,	line 8		3	15,	044,005.
P	art V Qualification	Under Section 4940(e) for Red	duced Tax on Net Investment In	come		
W		•	Itable amount of any year in the base	period?		Yes No
_		· · · · · · · · · · · · · · · · · · ·		o makina	any ontrino	
1	(a)		see page 18 of the instructions before	e making a ⊟	(d)	
	Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets		Distribution ra (col. (b) divided by	
_	2009					
_	2008					
_	2007					
	2006					
_	2005					
2		for the 5-year base period - divide t dation has been in existence if less	the total on line 2 by 5, or by the	3		
4	Enter the net value of non	ncharitable-use assets for 2010 from	n Part X, line 5	4		
5	Multiply line 4 by line 3			5		
6	Enter 1% of net investmen	nt income (1% of Part I, line 27b)		6		
7	Add lines 5 and 6			7		
8	Enter qualifying distribution of the structions on part VI instructions on par	reater than line 7, check the box	in Part VI, line 1b, and complete	8 that part	using a 1% tax	rate. See the

JSA 0E1430 1.000

Form	990-PF (2010) 91-0 / 93881		P	Page 4
Par	Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the ins	truction	ons)	
1a	Exempt operating foundations described in section 4940(d)(2), check here			
	Date of ruling or determination letter 1986 (attach copy of ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check]	N/A
	here and enter 1% of Part I, line 27b			
С	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of			
	Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2			0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			0.
6	Credits/Payments:			
а	2010 estimated tax payments and 2009 overpayment credited to 2010 6a 6a			
b	Exempt foreign organizations-tax withheld at source 6b 0.			
С	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d			0.
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10			
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax Refunded 11			
Par	VII-A Statements Regarding Activities			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it		Yes	No
	participate or intervene in any political campaign?	1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19			
	of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials			
	published or distributed by the foundation in connection with the activities.			
С	Did the foundation file Form 1120-POL for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
(1) On the foundation. ▶\$ (2) On foundation managers. ▶ \$				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed			
	on foundation managers. \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of			
	incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	3.7	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Λ	37
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
	By language in the governing instrument, or			
	By state legislation that effectively amends the governing instrument so that no mandatory directions that		Х	
	conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	Λ	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the			
_	instructions) ► ATTACHMENT_15			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General		Х	
	(or designate) of each state as required by General Instruction G?If "No," attach explanation	8b	Λ	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or			
	4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page		Х	
	27)? If "Yes," complete Part XIV	9	21	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their	_		Х
	names and addresses	10		21

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Pai	rt VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the			
	meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before			
	August 17, 2008?	12		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Χ	
14	The books are in care of ▶ CASEY FAMILY PROGRAMS Telephone no. ▶ 206-282	:-730	0	
	Website address ► WWW.CASEY.ORG The books are in care of ► CASEY FAMILY PROGRAMS Telephone no. ► 206-282 Located at ►2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA ZIP+4 ►98121-2	641		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			
	and enter the amount of tax-exempt interest received or accrued during the year			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority		Yes	No
	over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter			
	the name of the foreign country			
Pai	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1 a	a During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a			
	disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for			
	the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the			
	foundation agreed to make a grant to or to employ the official for a period after			
	termination of government service, if terminating within 90 days.)			
k	b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here			
c	c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that			
	were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private			
	operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and			
	6e, Part XIII) for tax year(s) beginning before 2010?			
	If "Yes," list the years ▶,,			
k	b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)			
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to			
	all years listed, answer "No" and attach statement - see page 22 of the instructions.)	2b		
C	c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
	>			
3 a	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No			
k	b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or			
	disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the			
	Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of			
	the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the			
	foundation had excess business holdings in 2010.)	3b		Х
	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		Λ
k	b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its	4b		X

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Pai	t VII-B Statements Regarding Activities fo	r Which Form 47	20 May Be Requi	red (continued)		
5 a	During the year did the foundation pay or incur any amount	t to:				
	(1) Carry on propaganda, or otherwise attempt to influence		945(e))?	Yes X No	,	
	(2) Influence the outcome of any specific public election (s					
	directly or indirectly, any voter registration drive?			Yes X No	,	
	(3) Provide a grant to an individual for travel, study, or other			•		
	(4) Provide a grant to an organization other than a charital					
		•		Yes X No		
	section 509(a)(1), (2), or (3), or section 4940(d)(2)? (se	. •	,	res No	,	
	(5) Provide for any purpose other than religious, charitable	•		Yes X No		
	purposes, or for the prevention of cruelty to children or				'	
b	If any answer is "Yes" to 5a(1)-(5), did any of the trans		•			37
	Regulations section 53.4945 or in a current notice regard	ling disaster assistand	ce (see page 22 of the	instructions)?	5b	X
	Organizations relying on a current notice regarding disaste	r assistance check he	re	▶□		
С	If the answer is "Yes" to question 5a(4), does the foundation	n claim exemption fro	m the tax			
	because it maintained expenditure responsibility for the gra	ant?		Yes No	,	
	If "Yes," attach the statement required by Regulations sect.	ion 53.4945-5(d).				
6 a	Did the foundation, during the year, receive any funds, dire	• •	v premiums			
	on a personal benefit contract?		, .	Yes X No	,	
b	Did the foundation, during the year, pay premiums, directly				6b	X
-	If "Yes" to 6b, file Form 8870.	or manoony, on a por	oonar bonone contract.			
72	At any time during the tax year, was the foundation a party	to a prohibited tay she	alter transaction?	Yes X No	.	
	If "Yes," did the foundation receive any proceeds or have a	•	-			
	t VIII Information About Officers, Directors					
	and Contractors					
1	List all officers, directors, trustees, foundation mar				ons).	
	(a) Name and address	(b) Title, and average hours per week	(c) Compensation (If not paid, enter	(d) Contributions to employee benefit plans	(e) Expense other allow	
		devoted to position	` '-0-)	and deferred compensation		
			1 611 000	44.050		0
<u>A'I'</u>	TACHMENT 16		1,611,807.	44,850.		0
	Compensation of five highest-paid employees (othe If none, enter "NONE."	er than those inclu	ded on line 1 - see p	age 23 of the instruc	tions).	
(a	Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expense other allow	
		devoted to position		compensation		
AT	rachment 17		2,243,142.	224,250.	NC	ONE
Tota	I number of other employees paid over \$50,000	l				326
. 516	indified of other employees paid over 400,000				<u> – </u>	1 020

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, Part VIII and Contractors (continued) Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE." (a) Name and address of each person paid more than \$50,000 (b) Type of service (c) Compensation ATTACHMENT 18 3,282,361. 24 **Total** number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of Expenses organizations and other beneficiaries served, conferences convened, research papers produced, etc. CASEY FAMILY PROGRAMS WORKS WITH FOSTER, KINSHIP, AND ADOPTIVE PARENTS TO PROVIDE SAFE AND LOVING HOMES FOR CHILDREN IN ITS DIRECT CARE. THE FOUNDATION PROVIDES (CONT) 99,179,394. STRATEGIC CONSULTING AND TECHNICAL EXPERTISE TO STATES, COUNTIES, AND TRIBES TO IMPROVE SERVICE AND OUTCOMES FOR THE MORE THAN 400,000 CHILDREN IN FOSTER CARE. THE (CONT) FOUNDATION RAISES PUBLIC AWARENESS OF FOSTER CARE AND PUBLISHES NON-PARTISAN RESEARCH ON A VARIETY OF CHILD WELFARE ISSUES. IT PARTNERS WITH COMMUNITY 4 ORGANIZATIONS, ASSOCIATIONS, PHILANTHROPIES AND CORPORATIONS TO HELP BUILD BROAD-BASED SUPPORT FOR IMPROVING THE CHILD WELFARE SYSTEM. Summary of Program-Related Investments (see page 24 of the instructions) Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount NONE 2 All other program-related investments. See page 24 of the instructions 3 NONE

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Total. Add lines 1 through 3 . . .

Pa	Minimum Investment Return (All domestic foundations must complete this part. Forei see page 24 of the instructions.)	gn foundat	ions,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes:		
а	Average monthly fair market value of securities	1a	1,822,661,762.
	Average of monthly cash balances	1b	92,455,779.
С	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
	Total (add lines 1a, b, and c)	1d	1,915,117,541.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,915,117,541.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of		
	the instructions)	4	28,726,763.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,886,390,778.
6	Minimum investment return. Enter 5% of line 5	6	94,319,539.
Pa	Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private foundations and certain foreign organizations check here ► x and do not complete this page 25.	e operating	
1	Minimum investment return from Part X, line 6	1	
2 a	Tax on investment income for 2010 from Part VI, line 5		
b			
С	A 1 1 1 1 2 1 2 1 2 1 2 1 2 1 2 1 2 1 2	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1		
4	Recoveries of amounts treated as qualifying distributions		
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII,		
	line 1	7	
		• 1	
Pa	Qualifying Distributions(see page 25 of the instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	99,179,394.
b		1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,		
	purposes	2	5,519,168.
3	Amounts set aside for specific charitable projects that satisfy the:		
а	Suitability tast (prior IPS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	104,698,562.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.	-	
•	Forting 40% of Point I. Box 07h (see many 00 of the free treet, and)	5	N/A
6	Adjusted analytima distributions. Culturat line 5 from line 4	6	104,698,562.
•	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when ca	_	
	qualifies for the section 4940(e) reduction of tax in those years.	aculating w	moulei the loundation

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Part XIII Undistributed Income (see page 26 of the instructions)							
		(a)	(b)	(c)	(d)		
1	Distributable amount for 2010 from Part XI,	Corpus	Years prior to 2009	2009	2010		
	line 7						
2	Undistributed income, if any, as of the end of 2010:						
а	Enter amount for 2009 only						
	Total for prior years: 20, 20, 20						
3	Excess distributions carryover, if any, to 2010:						
а	From 2005						
b	From 2006						
С	From 2007						
d	From 2008						
е	From 2009 0						
f	Total of lines 3a through e						
4	Qualifying distributions for 2010 from Part XII,						
	line 4: > \$						
а	Applied to 2009, but not more than line 2a						
b	Applied to undistributed income of prior years (Election						
	required - see page 26 of the instructions)						
С	Treated as distributions out of corpus (Election						
	required - see page 26 of the instructions)						
d	Applied to 2010 distributable amount						
	Remaining amount distributed out of corpus						
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same						
	amount must be shown in column (a).)						
6	Enter the net total of each column as						
	indicated below:						
	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5						
b	Prior years' undistributed income. Subtract						
С	line 4b from line 2b Enter the amount of prior years' undistributed						
	income for which a notice of deficiency has been						
	issued, or on which the section 4942(a) tax has been previously assessed						
	· •						
a	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions						
е	Undistributed income for 2009. Subtract line						
	4a from line 2a. Taxable amount - see page 27 of the instructions						
_							
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be						
	distributed in 2011						
7	Amounts treated as distributions out of corpus						
	to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the						
	instructions)						
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the						
	instructions)						
9	Excess distributions carryover to 2011.						
	Subtract lines 7 and 8 from line 6a						
	Analysis of line 9:						
	Excess from 2006						
	Excess from 2007						
	Excess from 2008						
	Excess from 2009						
е	Excess from 2010						

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Pa	rt XIV Private Oper	rating Foundations(see page 27 of the i	nstructions and Part	t VII-A, question 9)	
1 a	If the foundation has	received a ruling or de	etermination letter that	it is a private opera	ting	
	foundation, and the ruling	is effective for 2010, enter	the date of the ruling		▶ 05/25/1972	
b	Check box to indicate whe	ther the foundation is a pri	vate operating foundation	described in section	X 4942(j)(3	3) or 4942(j)(5)
2 a	Enter the lesser of the ad-	Tax year		Prior 3 years		(e) Total
	justed net income from Part	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(c) Total
	I or the minimum investment return from Part X for each					
	year listed	41,815,707.	28,278,902.	67,412,550.	101,168,828.	238,675,987.
b	85% of line 2a	35,543,351.	24,037,067.	57,300,668.	85,993,504.	202,874,590.
С	Qualifying distributions from Part					
	XII, line 4 for each year listed	104,698,562.	121,023,450.	133,680,141.	117,292,008.	476,694,161.
d	Amounts included in line 2c not used directly for active conduct of exempt activities	911,450.	678 , 170.	2,304,282.	2,971,742.	6,865,644
е						
	directly for active conduct of					
	exempt activities. Subtract line 2d from line 2c	103,787,112.	120,345,280.	131,375,859.	114,320,266.	469,828,517.
3	Complete 3a, b, or c for the	, ,	, ,	, ,	, ,	· · ·
_	alternative test relied upon:					
а	"Assets" alternative test - enter:					
	(1) Value of all assets (2) Value of assets qualifying					
	under section					0
b	4942(j)(3)(B)(i) "Endowment" alternative test-					
	enter 2/3 of minimum invest-					
	ment return shown in Part X,	62,879,693.	57,559,310.	73,830,745.	84,087,207.	278,356,955.
_	line 6 for each year listed	02/0/3/033.	3773337310.	73,030,713.	01/00//20/.	270/330/333
С	"Support" alternative test - enter: (1) Total support other than					
	gross investment income					
	(interest, dividends, rents,					
	payments on securities loans (section 512(a)(5)),					0
	or royalties)					0
	(2) Support from general public and 5 or more					
	exempt organizations as provided in section 4942					0
	(j)(3)(B)(iii)					0
	(3) Largest amount of sup- port from an exempt					
	organization					0
	(4) Gross investment income					0
Pa		ary Information (Co during the year - see			ition had \$5,000 c	or more in assets
1	Information Regarding					
а	List any managers of			than 2% of the total	contributions received	d by the foundation
-	before the close of any					a by and rearradaer.
	NONE					
_		the foundation who a	100/ ar mans of	the steel of a serve	ration (ar an agually	large portion of the
b	List any managers of ownership of a partner					large portion of the
	ownership of a partiter	ship of other entity) of	Willon the loundation	nas a 10% of greater	interest.	
	NONE					
2	Information Regarding	Contribution Grant G	Fift, Loan, Scholarshir	etc. Programs:		
_			•		-1-1	d daaa wak aasawk
	Check here ► X if the unsolicited requests for	ne toundation only from the found	takes contributions that	o preselected charita	able organizations an	d does not accept
	organizations under otl				20 Of the mandenon.	s) to individuals of
_					d donor or d	
а	The name, address, an	a telephone number of	tne person to whom ap	pplications should be a	aaressea:	
	The form in which appli	cations should be subm	nitted and information a	and materials they show	ıld include.	
~	iii iiiiioii appii	O		a.s.iais aloy silot		
	Any submission deadling	nes:				
Ū	, cazsolon doddii					
d	Any restrictions or lin	mitations on awards,	such as by geograp	ohical areas, charitab	ole fields, kinds of in	stitutions, or other
	factors:	,	, , , , ,	•	•	•

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91-0793881 Form 990-PF (2010) Page **11 Supplementary Information** (continued) Part XV 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, show any relationship to any foundation manager or substantial contributor Foundation status of recipient Recipient Purpose of grant or contribution Amount Name and address (home or business) a Paid during the year ATTACHMENT 19 911,450. **b** Approved for future payment ATTACHMENT 20

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200,000.

Total

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Part XVI-	A Analysis of Income-Production	ucing Acti	vities					
Enter gross a	amounts unless otherwise indicated.	Unrela	ited business income	Excluded by	section 512, 513, or 514	(e) Related or exempt function income		
1 Program	service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	function income (See page 28 of the instructions.)		
ŭ						,		
_								
_								
f								
q Fees a	and contracts from government agencies							
•	ship dues and assessments							
	savings and temporary cash investments			14	24,933.			
	s and interest from securities			14	34,146,642.			
	Il income or (loss) from real estate:							
a Debt-	financed property							
	ebt-financed property							
6 Net rental	income or (loss) from personal property							
	restment income							
	ess) from sales of assets other than inventory			18	-5,671,003.			
9 Net incor	ne or (loss) from special events							
	ofit or (loss) from sales of inventory							
•	venue: a							
b?	ATTACHMENT 21		54,296.		3,648,195.	120,685.		
С								
е								
12 Subtotal.	Add columns (b), (d), and (e)		54,296.		32,148,767.	120,685.		
13 Total. Ad	ld line 12, columns (b), (d), and (e)				13	32,323,748.		
(See worksho	eet in line 13 instructions on page 29 to							
Part XVI-	B Relationship of Activities	to the Ac	complishment of Ex	cempt Purp	oses			
Line No. ▼	Explain below how each activit accomplishment of the foundation instructions.)							
11	CASEY COLLABORATES WI	TH FOST	ER, KINSHIP, ANI) ADOPTIV	/E			
	PARENTS TO PROVIDE SA	AFE LOVII	NG HOMES FOR YOU	JTH IN IT	TS			
	DIRECT CARE. ALL REVE	ENUE LISTED IN COLUMN E HAS BEEN USED						

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
11	CASEY COLLABORATES WITH FOSTER, KINSHIP, AND ADOPTIVE
	PARENTS TO PROVIDE SAFE LOVING HOMES FOR YOUTH IN ITS
	DIRECT CARE. ALL REVENUE LISTED IN COLUMN E HAS BEEN USED
	TO CARRY OUT THE EXEMPT PURPOSE OF THIS EXEMPT OPERATING
	FOUNDATION.
11B	INCOME LISTED ON LINE 11B LISTED AS MCF SERVICES AGREEMENT
	REPRESENTS REIMBURSED COSTS ASSOCIATED WITH PROVIDING
	ADMINISTRATIVE SERVICES TO THE MARGARITE CASEY FOUNDATION
	BOTH ENTITIES SHARE A SIMILAR FOCUS AS IT RELATES TO
	CHILDREN AND FAMILIES, WHERE THE SERVICES AGREEMENT DOES
	NOT INCLUDE A PROFIT MOTIVE.

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Page 13 Information Regarding Transfers To and Transactions and Relationships With Noncharitable Part XVII **Exempt Organizations** Did the organization directly or indirectly engage in any of the following with any other organization described Yes No in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: Χ Χ (2) Other assets **b** Other transactions: Χ (1) Sales of assets to a noncharitable exempt organization 1b(1) Χ (2) Purchases of assets from a noncharitable exempt organization 1b(2) Χ (3) Rental of facilities, equipment, or other assets 1b(3) Χ (4) Reimbursement arrangements 1b(4) Χ (5) Loans or loan guarantees Χ (6) Performance of services or membership or fundraising solicitations Χ c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements (a) Line no. N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? b If "Yes," complete the following schedule. (a) Name of organization (c) Description of relationship (b) Type of organization Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. Sign Here Title Signature of officer or trustee Print/Type preparer's name Date PTIN Preparer's signature Check Paid self-employed

Form **990-PF** (2010)

Preparer

Use Only

Firm's name

► ERNST & YOUNG LLP US

INDIANAPOLIS,

Firm's address ▶ 111 MONUMENT CIRCLE, SUITE 2600

IN

46204

Firm's EIN ▶

Phone no. 317-681-7000

Kind of Pr				cription		P or	Date	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	D	acquired Gain or (loss)	
1062691700		PUBLICLY T	RADED SECURI	TIES - ST		P	14532476.	
353946740.			RADED SECURI YPE: SECURII			P	-18816199.	
3,581,219.			AIN ON WESTI YPE: REAL ES		Y	P	3,581,219.	
2,434.		AIG EURO I				P	2,434.	
		CHARTERHOUS PROPERTY T 1,742.				P	-1,742.	
71.		CVC EUROPEZ PROPERTY T				P	71.	
		AIG ASIA RI PROPERTY T 255,501.				P	-255,501.	
		AIG EURO II PROPERTY T 865,248.				P	-865,248.	
481,078.		ASIAN INFRA				P	481,078.	
63,175.		AXIOM ASIA PROPERTY T				P	63,175.	
24,321.		CARLYLE PAI				P	24,321.	
591,810.		CHARLESBANI PROPERTY T				P	591,810.	

CA	PITAL GA	AINS AND LO	JSSES FUI	R IAX UN	INVE21	IVI I		
Kind of Pro	operty		Descr	iption		or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other	FMV as of	Adj. basis as of	Excess of FMV over adj basis		Gain or (loss)	
expenses or sale	allowable	basis	12/31/69	12/31/69	auj basis	Ħ	(1055)	
		CHARTERHOUS				P		
		PROPERTY TY	PE: OTHER				007 570	
		207,578.					-207,578.	
		GS VINTAGE	IV			P		
		PROPERTY TY	PE: OTHER					
		359,491.					-359,491.	
		GS VINTAGE	V			P		
		PROPERTY TY						
13,614.		215,945.					-202,331.	
		AVION ACIA	T T			P		
		AXIOM ASIA PROPERTY TY				P		
38,361.							38,361.	
		CHARLESBANK PROPERTY TY				P		
		5.	FE. OTHER				-5.	
		HORSLEY BRI				P		
9,470.		PROPERTY TY	PE: OTHER				9,470.	
3,170.							3,170.	
		HORSLEY BRI				P		
396.		PROPERTY TY	PE: OTHER				396.	
396.							396.	
		OCM OPPORTU	NITIES VII			P		
		PROPERTY TY	PE: OTHER					
		7,875.					-7,875.	
		OCM OPPORTU	NITIES VIIB			P		
		PROPERTY TY	PE: OTHER					
49,792.							49,792.	
		PARISH CAPI	TAL II.			P		
		PROPERTY TY						
		10,036.					-10,036.	
		SIGULER GUF	ਸ			P		
		PROPERTY TY						
48,696.							48,696.	
		CDI TMDACV T	т			D		
		SPLITROCK I PROPERTY TY						
		253.					-253.	

				OR TAX ON		P		
Kind of Pr	operty		Des	cription		or D	Date acquired	Date sold
Gross sale	Depreciation	Cost or	FMV	Adj. basis	Excess of	<u> </u>	Gain	
price less xpenses of sale	allowed/ allowable	other	as of	as of 12/31/69	FMV over adj basis		or (loss)	
xperises or sale	allowable	basis	12/31/69	12/31/09	auj basis		(1055)	
		WAYZATA]	P		
		PROPERTY TY	YPE: OTHER					
127,314.							127,314.	
		SECTION 125	66 G/L FROM	K-1 - ST]	P		
		PROPERTY TY	YPE: OTHER					
253 , 475.							253,475.	
		HORSLEY BRI]	P		
1 4 5 0 0 0		PROPERTY TY	PE: OTHER				1.45 000	
147,399.							147,399.	
		TANKED G.G.O. 7 G.T.	- 7					
		INVESCO ASI			1	P		
		152,810.	reg: OIHEK				-152,810.	
		152,810.					-152,810.	
		JORDAN- RES	SOLUTE II		,	P		
		PROPERTY TY						
327,843.			iii. Oilibik				327,843.	
027,010.							327,013.	
		OAKTREE LOA	AN FUND		1	P		
		PROPERTY TY						
22,182.							22,182.	
		OAKTREE MEZ	ZZ]	P		
		PROPERTY TY	YPE: OTHER					
		520,248.					-520,248.	
		OAKTREE LIQ	QUIDATING LO	DAN FUND]	P		
		PROPERTY TY	YPE: OTHER					
		1,838,066.					-1838066.	
		OCM OPPORTU]	P		
		PROPERTY TY	YPE: OTHER				100 556	
		132,776.					-132 , 776.	
		OCM OPPORTU	ואודחודה מידיר		,	D		
		PROPERTY TY	=	٥	1	P		
557,061.		INOEEKII II	TID. OIDEK				557,061.	
JJ / , UUI.							557,001.	
		PARISH CAPI	TAL TT		,	P		
		PROPERTY TY						
215,391.							215,391.	
-,							.,	
		PRUDENTIAL	PRISA I			P		
		PROPERTY TY						
22083035.		29745465.					-7662430.	

10. 1 5=				R TAX ON		Р	Date	Date sold
Kind of Pr				cription		or D	acquired	Date Soid
Gross sale price less xpenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
xperises or sale	allowable	Dasis	12/31/09	12/31/09	auj basis		(1033)	
		PRUDENTIAL				Р		
F74 007		PROPERTY TY	PE: OTHER				000 006	
574,297.		867,203.					-292,906.	
		PRUDENTIAL	PRISA III			P		
		PROPERTY TY	PE: OTHER					
923,392.		2,457,991.					-1534599.	
		SIGULER GUF	יםי			P		
		PROPERTY TY				Г		
102,197.							102,197.	
		WAYZATA				Р		
671 , 370.		PROPERTY TY	PE: OTHER				671,370.	
011,310.							0/1,3/0.	
		SECTION 125	6 G/L FROM	K-1 - LT		P		
		PROPERTY TY	PE: OTHER					
380,214.							380,214.	
		CARLYLE PAR	TNERS			P		
		PROPERTY TY						
1,431.							1,431.	
TAL GAIN (LO	DSS)						-10630918.	

Schedule B

(Form 990, 990-EZ, or 990-PF)

Schedule of Contributors

OMB No. 1545-0047

► Attach to Form 990, 990-EZ, or 990-PF. Department of the Treasury Internal Revenue Service

Name of the organization		Employer identification number
CASEY FAMILY PROGE	KAMS	91-0793881
Organization type (check of	one):	
Filers of:	Section:	
Form 990 or 990-EZ	501(c)() (enter number) organization	
	4947(a)(1) nonexempt charitable trust not treated as a	a private foundation
	527 political organization	
Form 990-PF	X 501(c)(3) exempt private foundation	
	4947(a)(1) nonexempt charitable trust treated as a priva	ate foundation
	501(c)(3) taxable private foundation	
	on filing Form 990, 990-EZ, or 990-PF that received, during the year, by one contributor. Complete Parts I and II.	\$5,000 or more (in money or
Special Rules		
sections 509(a)(1	(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % and 170(b)(1)(A)(vi), and received from any one contributor, during ,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii)	the year, a contribution of the
the year, aggrega	I(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that receive ate contributions of more than \$1,000 for use exclusively for religion oses, or the prevention of cruelty to children or animals. Complete Pa	ous, charitable, scientific, literary, or
the year, contributing aggregate to more year for an excluting applies to this org	I(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that receive ations for use <i>exclusively</i> for religious, charitable, etc., purposes, but the tent \$1,000. If this box is checked, enter here the total contribution <i>sively</i> religious, charitable, etc., purpose. Do not complete any of the ganization because it received nonexclusively religious, charitable, etc.	t these contributions did not as that were received during the parts unless the General Rule c., contributions of \$5,000 or more
Caution. An organization th	nat is not covered by the General Rule and/or the Special Rules does must answer "No" on Part IV, line 2 of its Form 990, or check the box	not file Schedule B (Form 990,

line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization CASEY FAMILY PROGRAMS

Employer identification number 91-0793881

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1_	SOCIAL SECURITY ADMINISTRATION 6401 SECURITY BLVD BALTIMORE, MD 21235	\$35,217.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
2 -	ALAMEDA COUNTY SOCIAL SERVICES 24100 AMADOR STREET HAYWARD, CA 94544	\$160,298.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
_ 3 _	IDAHO STATE CONTROLLER P.O. BOX 83720 BOISE, ID 83720	\$151,391.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
No.	Name, address, and ZIP + 4 SAN DIEGO HEALTH AND HUMAN SERVICES 1700 PACIFIC HIGHWAY	Aggregate contributions	Person Payroll Noncash (Complete Part II if there is
No. 4 4 (a)	Name, address, and ZIP + 4 SAN DIEGO HEALTH AND HUMAN SERVICES 1700 PACIFIC HIGHWAY SAN DIEGO, CA 92101 (b)	\$117,967.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
No. - 4	Name, address, and ZIP + 4 SAN DIEGO HEALTH AND HUMAN SERVICES 1700 PACIFIC HIGHWAY SAN DIEGO, CA 92101 (b) Name, address, and ZIP + 4 TEXAS DEPT. FAMILY & PROTECTIVE SVCS 701 W 51ST STREET	\$117,967. (c) Aggregate contributions	Person Payroll Noncash (Complete Part II if there is a noncash contribution.) (d) Type of contribution Person Payroll Noncash (Complete Part II if there is

age____ of ____ of Part I

Name of organization CASEY FAMILY PROGRAMS

Employer identification number 91-0793881

Part I Contributors (see instructions)
-----------------------	-------------------

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7 _	WA DEPT. SOCIAL & HEALTH SERVICES P.O. BOX 45845 OLYMPIA, WA 98504	\$276,265.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
8 _	LLOYD J. GARROW UNITRUST C/O KOTTER & CO. 56 GLENDALE PKWY ATLANTA, GA 30328	\$2,029,431.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
9	INGER CHASSEN UNITRUST C/O KOTTER & CO. 56 GLENDALE PKWY ATLANTA, GA 30328	\$885,440.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
No.	Name, address, and ZIP + 4 ANNE V WASILY UNITRUST C/O J P MORGAN 1211 AVE OF THE AMERICAS	Aggregate contributions	Person Payroll Noncash (Complete Part II if there is
No	Name, address, and ZIP + 4 ANNE V WASILY UNITRUST C/O J P MORGAN 1211 AVE OF THE AMERICAS NEW YORK, NY 10036 (b)	\$14,750,000.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
No	Name, address, and ZIP + 4 ANNE V WASILY UNITRUST C/O J P MORGAN 1211 AVE OF THE AMERICAS NEW YORK, NY 10036 (b)	\$14,750,000. (c) Aggregate contributions	Person Payroll Noncash (Complete Part II if there is a noncash contribution.) (d) Type of contribution Person Payroll Noncash (Complete Part II if there is

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

EXPLANATION FOR LINE 9 INCOME MODIFICATIONS PAGE 1 PART 1 LINE 9

CASEY SOLD FURNITURE AND FIXTURES USED FOR CHARITABLE PURPOSES AS PART OF MOVING LOCATIONS. TOTAL SALES PRICE FOR ITEMS WAS \$35,000.

FORM 990PF, PART I - OTHER INCOME

	REVENUE AND	NET	ADJUSTED
	EXPENSES	INVESTMENT	NET
DESCRIPTION	PER BOOKS	INCOME	INCOME
SERVICES AGREEMENT MCF	<u>26,</u> 476.		<u>26,476.</u>
REIMBURSED EXPENSES	89,380.		89,380.
MISC. INCOME	4,829.		4,829.
OTHER INCOME FROM K-1S		137,313.	191,609.
INCOME FROM PRIVATE EQUITY PARTNERSHIPS	3,702,491.		
TOTALS	3,823,176.	137,313.	312,294.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT _INCOME_	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ADKINS PLANT ELVINS BLACK PLLC FRASCONA, JOINER, GOODMAN, GRE LITTLER MENDELSON FASTIFF OLES MORRISON RINKER & BAKER STOEL RIVES LLP VARIOUS ATTORNEYS AND COSTS SETTLEMENT COSTS	5,705. 12,229. 8,735. 5,921. 310,413. 4,924. 5,000.	120,618.	120,618.	5,705. 12,229. 8,735. 5,921. 189,795. 4,924. 5,000.
TOTALS	352,927.	120,618.	120,618.	232,309.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ERNST & YOUNG LLP JACOBSON JARVIS & CO. PLLC JESSE THOMAS GRAYSTON, CPA VOLDAL WARTELLE & CO. P.S.	140,810. 14,535. 16,025. 26,198.	21,122.	21,122.	119,689. 14,535. 16,025. 26,198.
TOTALS	197,568.	21,122.	21,122.	176,447.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT _INCOME_	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ALTHEIA	150,686.	150,686.	150,686.	
ARBOR CAPITAL	790,825.	790,825.	790,825.	
ARROWSTREET	515,930.	515,930.	515,930.	
BNY MELLON	799,217.	799,217.	799,217.	
BAILLIE GIFFORD	682,022.	682,022.	682,022.	
BGI	188,823.	188,823.	188,823.	
DELAWARE	256,237.	256,237.	256,237.	
DODGE & COX	170,739.	170,739.	170,739.	
EIM MANAGEMENT INC.	83,333.	83,333.	83,333.	
ENNIS, KNUPP & ASSOC.	360,397.	360,397.	360,397.	
GLENROCK CAPITAL ADVISERS, LLC	316,666.	316,666.	316,666.	
GOLDMAN SACHS	252,711.	252,711.	252,711.	
ORG PORTFOLIO MANAGEMENT, LLC	153,900.	153,900.	153,900.	
OTHERS	562,814.	29 , 932.	29,932.	532,882.
PIMCO	494,367.	494,367.	494,367.	,
PORTFOLIO MANAGEMENT TECHNOLOG	44,000.	44,000.	44,000.	
PZENA	98 , 323.	98,323.	98,323.	
RISKMETRICS	77,000.	77,000.	77,000.	
STEINBERG US	375,955.	375,955.	375,955.	
ARTHUR J GALLAGHER & CO. OF WA	95,000.	·	·	95,000.
AON CONSULTING, INC.	56,522.			56,522.
BULLETIN NEWS NETWORK, INC.	80,856.			80,856.
DENALI ADVANCED INTEGRATION	138,757.			138,757.
G.A. JONES & ASSOCIATES, INC.	54,915.			54,915.
HEATHER PODESTA PARTNERS	120,264.			120,264.
MERCURY PUBLIC AFFAIRS	96,000.			96,000.
RAMP TECHNOLOGY GROUP, LLC	148,025.			148,025.
SAGE INFORMATION TECHNOLOGY	161,340.			161,340.
SEVEN SIMPLE MACHINES	76,500.			76,500.
TOTALS	7,402,124.	5,841,063.	5,841,063.	1,561,061.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET <u>INCOME</u>	CHARITABLE PURPOSES
LICENSING PROPERTY TAXES EXCISE AND B & O TAXES SALES AND USE TAXES FROM K-1S		8,513. 24,974. 2,108. 1,967.	358,439.	358,439.	8,513. 24,974. 2,108. 1,967.
	TOTALS	37,562.	358,439.	358,439.	37,562.

FORM 990PF, PART I - OTHER EXPENSES

	REVENUE AND	NET	ADJUSTED	
	EXPENSES	INVESTMENT	NET	CHARITABLE
DESCRIPTION	PER BOOKS	INCOME	INCOME	PURPOSES
YOUTH AND FAMILY SUPPORT SERVI	37,990,782.			37,990,782.
ADVERTISING AND PROMOTION	48,205.			48,205.
AUTOMOBILE EXPENSE	83,140.			83,140.
BANK FEES	34,644.			34,644.
BOT DEFERRED GAINS	41,104.			41,104.
COMMUNICATIONS	861,996.			861,996.
DATA PROCESSING	43,958.			43,958.
DUES AND MEMBERSHIPS	208,450.			208,450.
EQUIPMENT RENTAL/LEASE	485,283.			485,283.
LIABILITY INSURANCE	694 , 245.			694 , 245.
MISCELLANEOUS	17,040.			17,040.
MOVING EXPENSE	150,746.			150,746.
OFFICE SUPPLIES, POSTAGE	558 , 673.			558,673.
RECRUITMENT EXPENSES	292,755.			292,755.
REPAIRS & MAINTENANCE	689,941.			689,941.
SOFTWARE & FIXED ASSETS < \$500	1,252,429.			1,252,429.
STAFF TRAINING AND DEVELOPMENT	373,213.			373,213.
TEMPORARY HELP	560,065.	772 010	772 010	560,065.
EXP. ALLOCATION TO INV. INCOME		773,018.	773,018.	-773,018.
MCF SERVICE INCOME EXPENSES			26 , 476.	-26 , 476.
ACCRUAL TO CASH ADJUSTMENT		6,782,748.	6 702 710	-5,371,783.
INV. EXPENSES FROM K-1S		0, 104, 148.	6 , 782 , 748.	
TOTALS	44,386,669.	7,555,766.	7,582,242.	38,215,392.

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

CASEY FAMILY PROGRAMS

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
PREPAID INSURANCE PREPAID RENT PREPAID OTHER	255,154. 33,171. 727,579.	255,154. 33,171. 727,579.
TOTALS	1,015,904.	1,015,904.

CASEY FAMILY PROGRAMS 91-0793881

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS	ATTACHME	NT 8
DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
US OBLIGATIONS STATE OBLIGATIONS SPECIFIC DETAIL TOO VOLUMINOUS TO ATTACH.	126,749,921. 8,125,715.	127,202,818. 7,982,846.
US OBLIGATIONS TOTAL	134,875,636.	135,185,664.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
COMMON AND PREFFERED STOCK SPECIFIC DETAIL TOO VOLUMINOUS TO ATTACH.	1,137,217,215.	1,260,418,293.
TOTALS	1,137,217,215.	1,260,418,293.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
CORPORATE BONDS SPECIFIC DETAIL TOO VOLUMINOUS TO ATTACH.	287,092,668.	296,705,470.
TOTALS	287,092,668.	296,705,470.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
OTHER INVESTMENTS SPECIFIC DETAIL TOO VOLUMINOUS TO ATTACH.	286,707,639.	256,741,945.
TOTALS	<u> </u>	256,741,945.

CASEY FAMILY PROGRAMS 91-0793881

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 12

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

AGGER DEGGDIDELON	METHOD/	BEGINNING	ADDIETONG	DIGDOGALG	ENDING	BEGINNING	A DD TELLONG	DIGDOGNIG	ENDING	
ASSET DESCRIPTION	CLASS	BALANCE	ADDITIONS	DISPOSALS	BALANCE	BALANCE	ADDITIONS	DISPOSALS	BALANCE	—
LAND	L	4,454,679.			4,454,679.					
BUILDING	SL	22173678.			22173678.	5,295,772.	730,269.		6,026,041.	
FURNITURE AND FIXT	SL	9,680,897.			9,680,897.	5,121,327.	873,037.		5,994,364.	
AUTOMOBILES	SL	554,211.			554,211.	422,482.	64,611.		487,093.	
LEASEHOLD IMPLOVEM	SL	11985970.			11985970.	338,415.	345,601.		684,016.	
TOTALS		48849435.			48849435.	11177996.			13191514.	

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
MISC. RECEIVABLE INTEREST AND DIVIDENDS RECEIVA CONSTRUCTION IN PROGRESS DEPOSITS OTHER NON CURRENT ASSETS 457F DEFERRED COMP PLAN	606,637. 2,549,148. 12,832. 85,067. 336,144. 270,227.	606,637. 2,549,148. 12,832. 85,067. 336,144. 270,227.
TOTALS	3,860,055.	3,860,055.

9,850,644.

ATTACHMENT 14

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION ENDING
BOOK VALUE

BOT DEFERRED INCOME AND INTERE

DEFERRED RENT

DEFFERED LEASE INCENTIVE

1,096,091.

472,549.

7,711,538.

INSURANCE CLAIM RESERVE
UNCLAIMED PROPERTY

567,900.
2,566.

_,...

TOTALS

FORM 990PF, PART VII-A, LINE 8A - STATES

AL, AK, AZ, CA, CO, DC, FL, GA, HI, ID, IL, IN, KY, LA, ME, MD, MA, MI, MN, MO, NV, NJ, NY, NC, OH, OR, PA, SC, SD, TX, WA, WV, WY,

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT	16
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NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	AND OTHER
GARY R SEVERSON 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	CHAIRMAN 16.00	144,368.	0.	0.
JOAN B POLIAK 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	VICE CHAIR 19.00	126,146.	0.	0.
SHARON MCDANIEL 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TREASURER 19.00	126,146.	0.	0.
SHELIA EVANS-TRANUMN 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	CORP. SECRETARY 23.00	126,146.	0.	0.
DAVID MILLS 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TRUSTEE 19.00	126,173.	0.	0.
AMERICA Y BRACHO 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TRUSTEE 14.00	126,146.	0.	0.

2679BD D15X V 10-8.2 010 ATTACHMENT 16

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTE	FORM C	990PF.	PART	VIII	_	LIST	OF	OFFICERS.	DIRECTORS.	AND	TRUSTEE
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ATTACHMENT 16 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT A WATT 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TRUSTEE 17.00	126,146.	0.	0.
WILLIAM C BELL, PHD 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	PRESIDENT AND CEO 40.00	710,536.	44,850.	
	GRAND TOTALS	1,611,807.	44,850.	0.

2679BD D15X V 10-8.2 010 ATTACHMENT 16

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

<u> </u>		THE TIVE HIGHEST TATE OF		ATTACHMENT 17	
NAME AND ADDRESS	-	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
JOSEPH A BOATENG 2001 EIGHTH AVE., SEATTLE, WA 98121		CHIEF INV. OFFICER 40.00	977,896.	44,850.	
DAVID B SANDERS 2001 EIGHTH AVE., SEATTLE, WA 98121		EVP SYSTEMS IMPROVMT 40.00	357,728.	44,850.	
DAVID A DANIELSON 2001 EIGHTH AVE., SEATTLE, WA 98121	#2700	EVP OF ADMIN AND CFO 40.00	328,958.	44,850.	
ALEXANDRA MCKAY 2001 EIGHTH AVE., SEATTLE, WA 98121		EVP CHIEF COUNSEL 40.00	310,252.	44,850.	
DAVID A BERNS 2001 EIGHTH AVE., SEATTLE, WA 98121		EVP FAMILY SERVICES 40.00	268,308.	44,850.	
		TOTAL COMPENSATION	2,243,142.	224,250.	

2679BD D15X V 10-8.2 010 ATTACHMENT 17

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

	ATTACHME	INT 18
NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BNY-MELLON ONE WALL STREET, 32 FLOOR NEW YORK, NY 10277	INVESTMENT CUSTODIAN	799,217.
ARBOR CAPITAL 100 CORPORATE PARKWAY, SUITE 136 AMHERST, NY 14226	INVESTMENT MANAGER	790,825.
BAILLIE GIFFORD 757 THIRD AVENUE, 17TH FLOOR NEW YORK, NY 10017	INVESTMENT MANAGER	682,022.
ARROWSTREET 200 CLARENDON STREET, 30TH FLOOR BOSTON, MA 02116	INVESTMENT MANAGER	515,930.
PIMCO P.O. BOX 512129 LOS ANGELES, CA 90051	INVESTMENT MANAGER	494,367.
TOTAL COMPENSAT	ION	3,282,361.

ATTACHMENT 18 2679BD D15X V 10-8.2 010

CASEY FAMILY PROGRAMS 91-0793881

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

SEATTLE, WA 98104

ATTACHMENT 19

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CALIFORNIA YOUTH CONNECTION	N/A	TO SUPPORT TRAINING OF YOUNG PEOPLE IN CARE AND	30,000.
604 MISSION STREET	509(A)(2)	FORMER FOSTER YOUTH TO EFFECTIVELY ADVOCATE FOR	
SAN FRANCISCO, CA 94105		IMPROVED SERVICES AND OUTCOMES.	
CHILD WELF. LEAGUE OF AMERICA	N/A	TO SUPPORT GRANTEE'S LEADERSHIP WORK IN CHILD	150,000.
1726 M STREET NW, SUITE 500	509(A)(1)	WELFARE WORK AND TO FACILITATE ITS CONTINUED	
WASHINGTON, DC 20036		MISSION RELATED WORK AND SUCCESS.	
CITY YEAR INC., SEATTLE BRANCH	N/A	TO SUPPORT CITY YEAR, INC. AND ITS WORK WITH	20,000.
2203 23RD AVE S, SUITE 101	509(A)(1)	TUTORING MENTORING AND EDUCATIONAL ADVOCACY FOR	
SEATTLE, WA 98114		YOUTH IN SEATTLE AREA ELEMENTARY AND MIDDLE	
		SCHOOLS.	
CONGRESSIONAL COALITION ON ADOPTION INSTITUTE	N/A	TO SUPPORT THE 2011 ANGELS IN ADOPTION PROGRAM TO	25,000.
311 MASSACHUSETTS AVE NE	509(A)(1)	TAKE PLACE IN WASHINGTON DC ON SEPT. 1-30,2011.	
WASHINGTON, DC 20002			
CONGRESSIONAL COALITION ON ADOPTION INSTITUTE	N/A	TO SUPPORT THE 2011 FOSTER YOUTH INTERNSHIP	25,000.
311 MASSACHUSETTS AVE NE	509(A)(1)	PROGRAM TO TAKE PLACE IN WASHINGTON DC ON JUNE	
WASHINGTON, DC 20002		-SEPT. 1, 2011.	
FOUNDATION FOR EARLY LEARNING	N/A	TO SUPPORT THE FEL 2010 10TH ANNIVERSARY LUNCHEON	10,000.
615 - 2ND AVE, SUITE 525	509(A)(1)		

CASEY FAMILY PROGRAMS 91-0793881

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

SAN DIEGO, CA 92122

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

DEGERATIVE WAVE AND ADDRESS	DOUBLETON CERTIFIC OF PECTATION	DUDDOG OF ORLYW OR COMMITTING	31/07777
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTMAKERS FOR CHILDREN, YOUTH & FAMILIES	N/A	TO SUPPORT CENTERPIECE OF CHANGE CONFERENCE TO	13,500.
8757 GEORGIA AVENUE	509(A)(1)	TAKE PLACE IN WASHINGTON, D.C. ON OCT. 11-13,	
SILVER SPRINGS, MD 20910		2010.	
NATIONAL CENTER FOR HOUSING AND CHILD WELFARE	N/A	TO SUPPORT "KEEPING FAMILIES TOGETHER AND SAFE: A	20,000.
6711 QUEENS CHAPEL ROAD	509(A)(1)	NATIONAL HOUSING-CHILD WELFARE TRAINING TO TAKE	
UNIVERSITY PARK, MD 20782		PLACE IN WASHINGTON DC ON NOVEMBER 15-16, 2010	
URBAN LEAGUE OF METROPOLITAN SEATTLE	N/A	TO SUPPORT 11TH ANNUAL BENEFIT BREAKFAST	2,500.
105 14TH AVE	509(A)(1)		
SEATTLE, WA 98122			
COUNCIL ON FOUNDATIONS	N/A	TO SUPPORT THE ANNUAL CONFERENCE : IMAGINE TO BE	10,000.
2121 CRYSTAL DRIVE, SUITE 700	509(A)(1)	HELD IN DENVER, CO ON APRIL 25-27,2010.	
ARLINGTON, VA 22202			
CALIFORNIA YOUTH CONNECTION	N/A	TO SUPPORT TRAINING OF YOUNG PEOPLE IN CARE AND	7,500.
604 MISSION STREET	509(A)(2)	FORMER FOSTER YOUTH TO EFFECTIVELY ADVOCATE FOR	
SAN FRANCISCO, CA 94105		IMPROVED SERVICES AND OUTCOMES.	
SAN DIEGO GRANTMAKERS	N/A	TO SUPPORT 2010 ANNUAL CONFERENCE	1,000.
5060 SHOREHAM PLACE, SUITE 350	509(A)(1)		

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

ATTACHMENT 19

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KING COUNTY BAR FOUNDATION	N/A	TO SUPPORT PRO BONO PROGRAMS AND SCHOLARSHIPS FOR	150.
1200 FIFTH AVE, SUITE 600	509(A)(1)	MINORITY LAW STUDENTS.	
SEATTLE, WA 98101			
ARIZONA'S CHILDREN ASSOCIATION	N/A	TO HELP SUPPORT ORGANIZATION BY PROVIDING FUNDS	3,500.
2700 S 8TH AVE	509(A)(1)	TO REPAIR THEIR VAN.	
TUCSON, AZ 85713			
ABA FUND FOR JUSTICE AND EDUCATION	N/A	TO SUPPORT THE WORK OF ABA'S COMMISSION ON YOUTH	36,375.
321 NORTH CLARK STREET	509(A)(3) TYPE 1	AT RISK IN FISCAL YEAR 2011 (SEPT- AUG 31, 2011)	
CHICAGO, IL 60654			
ABA FUND FOR JUSTICE AND EDUCATION	N/A	TO PROVIDE FUNDS TO HELP IN PUBLISHING AND	15,000.
321 NORTH CLARK STREET	509(A)(3) TYPE 1	DISTRIBUTING THE OUTCOMES REPORT FROM THE	
CHICAGO, IL 60654		FOSTERING CONNECTIONS OLDER YOUTH NATIONAL	
		SUMMIT.	
ATLANTA EDUCATIONAL TELECOMMUNICATIONS COLLABORATI	N/A	TO SUPPORT AND PAY EXPENSES IN CONNECTION WITH	2,500.
740 BISMARK ROAD	509(A)(1)	EDITING THE "RAISE ME UP STORY CORPS".	
ATLANTA, GA 30324			
AMERICAN CIVIL LIBERTIES UNION WASHINGTON ENDOWMEN	N/A	TO SUPPORT AND SPONSOR A TABLE AT THE ACLU'S 75TH	2,500.
705 SECOND AVE, HOGE BLDG STE 300	509(A)(3) TYPE 1	ANNIVERSARY DINNER.	
SEATTLE, WA 98104			

CASEY FAMILY PROGRAMS 91-0793881

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BLUES FOUNDATION, INC.	N/A	TO SUPPORT THE BLUES FOUNDATION WITH THE 30TH	5,000.
49 UNION AVENUE	509(A)(1)	ANNUAL BLUES MUSIC AWARDS TO TAKE PLACE IN	
MEMPHIS, TN 38103		MEMPHIS, TENN ON MAY 6, 2010.	
CENTER FOR LAW AND SOCIAL POLICY	N/A	TO SUPPORT CLASP 40TH ANNIVERSARY CELEBRATION TO	3,000.
1200 18TH STREET NW, SUITE 200	509(A)(1)	TAKE PLACE IN WASHINGTON DC ON SEPTEMBER 12,	
WASHINGTON, DC 20036		2010.	
CENTRAL DISTRICT FORUM FOR ARTS & IDEAS	N/A	TO SPONSOR THE 2010 "FOOD AS ART" CONFERENCE AT	2,500.
1404 E YESLER WAY, SUITE 202	509(A)(1)	BELL HARBOR, SEATTLE , WA	
SEATTLE, WA 98122			
COLLEGE SUCCESS FOUNDATION	N/A	TO SUPPORT THE 2010 GOVERNORS' CUP GOLF	7,500.
1605 NW SAMMAMISH RD, STE 100	509(A)(1)	TOURNAMENT WHICH INCREASE PUBLIC AWARENESS OF THE	
ISSAQUAH, WA 98027		SAFE REDUCTION IN FOSTER CARE AND SUPPORTS THE	
		SCHOLARSHIP PROGRAM.	
COLLEGE SUCCESS FOUNDATION	N/A	TO SUPPORT THE 10 YEAR CELEBRATION: CHANGING	2,500.
1605 NW SAMMAMISH RD, STE 100	509(A)(1)	LIVES, CHANGING OUR NATION WHICH WILL TAKE PLACE	
ISSAQUAH, WA 98027		IN SEATTLE WA ON NOV. 5,2010.	
CHILDRENS UNITED NATIONS INC.	N/A	TO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR	25,000.
6380 WILSHIRE BLVD. SUITE 1006	509(A)(1)	CHILDREN" CONFERENCE IN WASHINGTON DC ON JULY 21,	
LOS ANGELES, CA 90048		2010	

CASEY FAMILY PROGRAMS 91-0793881

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

OAKLAND, CA 94612

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COUNTY OF LOS ANGELES DEPARTMENT OF CHILDREN AND F	N/A	GRANT TO FACILITATE ACQUISITION, IMPLEMENTATION	41,442.
3530 WILSHIRE BLVD, SUITE 400	GOVT AGENCY	OF AND TRAINING FOR SAS DATAFLUX SOFTWARE.	
LOS ANGELES, CA 90010			
HOLY FAMILY INSTITUTE	N/A	TO HELP SUPPORT EFFORTS TO ASSIST HAITIAN	50,000.
8235 OHIO RIVER BLVD	509(A)(1)	CHILDREN IN THE U.S. FOLLOWING THE 2010	
PITTSBURG, PA 15202		EARTHQUAKE.	
MINORITY EXECUTIVE DIRECTORS COALITION OF KING COU	N/A	TO SUPPORT THE MEDC'S ANNUAL AWARDS BANQUET TO	1,000.
P.O. BOX 3064	509(A)(1)	TAKE PLACE IN AUBURN, WA ON APRIL 9, 2010	
SEATTLE, WA 98114			
MICHIGAN INDIAN LEGAL SERVICE INC.	N/A	TO SUPPORT ORGANIZATION AND HELP TO DEFRAY CORE	10,140.
814 A S. GARFIELD AVENUE	509(A)(1)	OPERATING COSTS IN ORDER TO FACILITATE ITS	
TRAVERSE CITY, MI 49686		MISSION RELATED WORK AND SUCCESS.	
NATIONAL ASSOCIATION OF SOCIAL WORKERS (NASW) FOUN	N/A	TO SUPPORT 2010 SYMPOSIUM ON "SUPERVISION: THE	20,000.
750 FIRST STREET NE, SUITE 700	509(A)(3) TYPE 1	SAFETY NET OF FRONTLINE CHILD WELFARE PRACTICE".	
WASHINGTON, DC 20002			
OAKLAND ALLIANCE OF COMMUNITY PARTNERSHIPS C/O OAK	N/A	TO SUPPORT THE BACK TO SCHOOL RALLY 2010	500.
1 FRANK OGAWA PLAZA, 3RD FLOOR	509(A)(1)		

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ONE CHURCH ONE CHILD OF ILLINOIS	N/A	TO SUPPORT THE 2010 ANNUAL DINNER	10,000.
431 S. DEARBORN, SUITE 1103	509(A)(1)		
CHICAGO, IL 60605			
OHIO STATE UNIVERSITY FOUNDATION	N/A	GRANT TO BE USED IN CONNECTION WITH OUTREACH	15,000.
364 W LANE AVE, SUITE B	509(A)(1)	EFFORTS AND PLANNING FOR THE KIRWAN INSTITUTES	
COLUMBUS, OH 43221		FOR THE STUDY OF RACE AND ETHNICITY MARCH 2012	
		CONFERENCE.	
PUBLIC EDUCATION FOUNDATION FOR THE EDMONDS SCHO	N/A	TO SPONSOR A TABLE AT THEIR SPRING LUNCHEON.	1,000.
PO BOX 390	509(A)(1)		
LYNWOOD, WA 98046			
PROJECT WE FOUNDATION INC.	N/A	TO SUPPORT OPERATION HEAD 2 TOE WHICH PROVIDES	25,000.
2835 W. PEBBLE RD.	509(A)(1)	CAREER AWARENESS, EMPLOYMENT MENTORING AND CAREER	
LAS VEGAS, NV 89123		EXPERIENCES TO FOSTER YOUTH.	
PURSUIT OF DREAMS	N/A	TO SUPPORT AND PAY FOR EXPENSES IN CONNECTION	3,000.
6409 ADEN LN	509(A)(2)	WITH THE SCREENING OF "EXTRA-ORDINARY LIFE:	
AUSTIN, TX 78739		JOURNEY TO SOUTH AFRICA" WITH TOOK PLACE IN	
		WASHINGTON DC ON NOVEMBER 22,2010	
SEATTLE FOUNDATION	N/A	TO SPONSOR A TABLE AT THE "BUILDING A HEALTHY	4,000.
1200 FIFTH AVE, SUITE 1300	509(A)(1)	COMMUNITY" EVENT	
SEATTLE, WA 98101			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

SAN DIEGO, CA 92123

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SENIOR SERVICES	N/A	TO SUPPORT THE SERVICES AND ACTIVITIES OF THE	10,000.
2208 2ND AVE, SUITE 100	509(A)(1)	SENIOR SERVICES	
SEATTLE, WA 98121			
SICANGU CHILD & FAMILY SERVICES	N/A	TO HELP IN DEVELOPING AND IMPLEMENTING CLINICAL	80,000.
EAST HIGHWAY 18/SGU CAMPUS	INDIAN TRIBE	PRACTICE STANDARDS, BUSINESS PROCESSES, POLICIES,	
MISSION, SD 57555		AND PROCEDURES AND PROVIDE TRAINING FOR CURRENT	
		AND FUTURE SICANGU STAFF.	
ST. LEANDER CHURCH	N/A	DONATION IN CONNECTION TO RENTAL OF FACILITY	400.
550 W. ESTUDILLO AVE.	CHURCH		
SAN LEANDRO, CA 94577			
TABOR 100	N/A	SPONSORSHIP 2010 EVENT	2,000.
PO BOX 34628	509(A)(2)		
SEATTLE, WA 98124			
TEXAS STATE FOSTER PARENTS INC., C/O TEXAS FOSTER	N/A	TO SUPPORT THE TFFA 2010 TRAINING CONFERENCE -	7,500.
18751 CASTELLANI	509(A)(1)	THE MAGIC OF FOSTER PARENTS! TO BE HELD IN	
SAN ANTONIO, TX 78258		AUSTIN, TX ON OCTOBER 7-9. 2010.	
VISTA HILL FOUNDATION	N/A	TO SUPPORT THE 2010 "INCREDIBLE FAMILIES	2,225.
8787 COMPLEX DRIVE, SUITE 200	509(A)(1)	PARENTING GROUPS'.	

CASEY FAMILY PROGRAMS 91-0793881

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COALITION ON HUMAN NEEDS	N/A	TO SUPPORT GENERAL EXPENSES OF ORGANIZATION	2,500.
1120 CONNECTICUT AVE NW, STE 312	509(A)(1)		
WASHINGTON, DC 20036			
INTERCONNECTION	N/A	DONATION OF PROPERTY FOR ORGANIZATION USE	26,668.
2222 N PACIFIC ST	509(A)(1)		
SEATTLE, WA 98103			
YOUTH EMPLOYMENT INSTITUTE	N/A	DONATION OF PROPERTY FOR ORGANIZATION USE	1,300.
1704 NE 26TH AVE	509(A)(1)		
PORTLAND, OR 97212			
AMERICAN RED CROSS	N/A	DONATION FOR HAITI RELIEF	5,371.
P.O. BOX 4002018	509(A)(1)		
DES MOINES, IA 50340			
PARTNERS IN HEALTH	N/A	DONATION FOR HAITI RELIEF	90,931.
888 COMMONWEALTH AVE., 3RD FLOOR	509(A)(1)		
BOSTON, MA 02215			
SAVE THE CHILDREN	N/A	DONATION FOR HAITI RELIEF	15,243.
54 WILTON RD	509(A)(1)		
WESTPORT`, CT 06880			

91-0793881 CASEY FAMILY PROGRAMS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D) PURPOSE OF GRANT OR CONTRIBUTION AMOUNT 50,000.

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

N/A WORLD VISION INTERNATIONAL WEYERHAEUSER WAY SOUTH

FEDERAL WAY, WA 98001

WORLD VISION INC. P.O. BOX 9716, DEPT W FEDERAL WAY, WA 98063

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

509(A)(1)

N/A 509(A)(1)

DONATION FOR HAITI RELIEF 16,205.

DONATION FOR HAITI RELIEF

TOTAL CONTRIBUTIONS PAID 911,450.

CASEY FAMILY PROGRAMS 91-0793881

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

OLYMPIA, WA 98504

ATTACHMENT 20

ATTACHMENT 20

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS FOUNDATION STATUS OF RECIPIENT PURPOSE OF GRANT OR CONTRIBUTION AMOUNT

STATE OF WASHINGTON DEPARTMENT OF SOCIAL & HEALTH N/A TO SUPPORT AND PAY FOR EXPENSES IN CONNECTIONS 200,000.

724 QUINE STREET SE GOVT AGENCY WITH THE PORTAL PROJECT

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT	21

DESCRIPTION	BUSINESS <u>CODE</u>	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MCF SERVICES AGREEMENT REIMBURSED EXPENSES MISC. INCOME INCOME FROM PRIVATE EQUITY PARTNERSHIPS	900099	54,296.	14	3,648,195.	26,476. 89,380. 4,829.
TOTALS	- =	54,296.		3,648,195.	120,685.

Description of Property

DEPRECIATION

Accet description	Date placed in	Unadjusted Cost	Bus.	179 exp.	Basis	Basis for	Beginning Accumulated	Ending Accumulated	Me-		1 :£-	ACRS	MA CRS	Current-year 179	Current-year
Asset description	service 01/01/2000	or basis	100.000	in basis	Reduction	depreciation	depreciation	depreciation	thod	Conv.	Life	class	class	expense	depreciation
BUILDING	01/01/2000		100.000			22173678.	5,295,772.	6,026,041.	ST	2.7	.000				730,269
FURNITURE AND FIXT			100.000			9,680,897.	5,121,327.	5,994,364.			.000				873,037
AUTOMOBILES	01/01/2000		100.000			554,211.	422,482.	487,093.			.000				64,611
LEASEHOLD IMPLOVEM	01/01/2000	11985970.	100.000			11985970.	338,415.	684,016.			.000				345,601
Less: Retired Assets			_												
Subtotals		48849435.				44394756.	11177996.	13191514.							2,013,518
Listed Property						T									
Less: Retired Assets		1	-						7						
Subtotals			_						_						
AMORTIZATION		48849435.				44394756.	11177996.	13191514.							2,013,518
Asset description	Date placed in service	Cost or basis					Accumulated	Ending Accumulated amortization	Code	Life					Current-year amortization
7 loost decomption	301 1100	Daoio						a.noruzudon	5000	LIIC					amorazadon
														-	
			-											_	
TOTALS											J				

*Assets Retired JSA 0X9024 1.000

Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. See separate instructions.

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2010 , and ending 12/31/2010

Attachment

Intoma revol	1140 001 1100	1 508	Jiiiiiig	or, zoro , una	oriding ±27	01/2010			Sequence in	D. 110	
Name of pers	on filing this r	eturn			File	er's identifyiı	•				
CASEY F	FAMILY 1	PROGRAMS					L-079388				
Filer's address	s (if you are r	not filing this form with	your tax return)	A Category	_ ` _	<u> </u>		ctions and check	applicable box	(es)):	
				1	2	3	X	4			
				B Filer's tax	year beginning	01/01	/2010	, and ending	12/31	/2010	
		lities: Nonrecourse	•		nrecourse fina			Other \$			
	a member	of a consolidated gr	oup but not the	parent, enter the t		nation about t	ne parent:				
Name Address					EIN						
Address	•										
E Informat	tion about c	ertain other partners	s (see instruction	ns)							
	tion about o	ortain outer partition		110)				(4) Ch	eck applicable b	oox(es)	
	(1) Name			(2) Address		(3) Identifyi	ng number	Category 1	Category 2	Constructive	
								- category :	July 2	Owner	
F1 Name a	ind address	of foreign partnersh	nip TCV VII	(A), L.P.		•		2 EIN (if any)		
56 MAIN	I STREE	r, SUITE 210)					75-325	57857		
MILBURN	I, NJ (07041						3 Country ur	nder whose la	ws organized	
			1.0.0				T = -	CJ	1		
4 Date of organiza		5 Principal place of business		ipal business ty code number	7 Principal activity	al business		onal currency	8b Exchar (see in		
10/04	. /0005	~ =			INVEST	MENTS	US D	OLLAR	,		
	1/2007	CJ		523900					1.0	0000000000	
		g information for the	<u> </u>		2 Charlei	f the fersion :		arrat filar			
United S		d identifying numbe	r or agent (ir any	/) in the		f the foreign p		Г	V = 400	25 4005 B	
TCV VII (A						orm 1042		n 8804		65 or 1065-B	
56 MAIN STI		E 210			Service OGDI		e Form 106	or 1065-B is f	iled:		
		of foreign partnersh	nip's agent in co	untry of			f person(s)	vith custody of	the books and		
organiza	ation, if any	• .	p9	,	records of the foreign partnership, and the location of such books and records, if different						
MAPLES AND		HOUSE			TCV VII (A),	L.P.					
P.O. BOX 30					56 MAIN STRE	EET, SUITE 2	10				
	,				MILBURN, NJ	07041					
5 Were an	ny special a	llocations made by	the foreign partr	nership?				🕨	Yes	X No	
6 Enter th	ne number o	of Forms 8858, Infor	mation Return o	f U.S. Persons Wi	th Respect To	Foreign Disr	egarded Ent	ities,			
attache	d to this retu	urn (see instructions	s)					🕨			
7 How is t	this partners	ship classified under	r the law of the o	country in which it	is organized?		► PARTI	NERSHIP			
		own any separate ι	units within the r	neaning of Regula	tions section 1	1.1503-2(c)(3), (4), or				
	(d)-1(b)(4)?	nip meet both of the	a fallovina roavi						Yes	X No	
		b's total receipts for			000 and)			37	
• The	value of the	e partnership's total	assets at the er	nd of the tax year v		\$1 million.	}	• • • • • •	Yes	X No	
If "Yes,	ή	mplete Schedules L	· · · · · · · · · · · · · · · · · · ·		una in alcolino		anhadule : :	d atatamant-	ad to the head	of my longitude of	
Only If You Are Filing	and belief	nalties of perjury, I de f, it is true, correct, a	nd complete. De	claration of prepare							
This Form	Informatio	n of which preparer h	as any knowledge).							
Separately and Not With											
Your Tax Return.	Signat	ure of general partner	or limited liability of	company member	Date			e			
	Print/Type	preparer's name		Preparer's signa	ture		Date	Check if	Р	TIN	
Paid -								self- employe	ed 🕨		
Preparer	Firm's nam	e >						Firm's E	IN ▶		
Use Only	Firm's addr	ress ►						Phone r	10.		
	1										

TCV VII (A), L.P.

Page 2 Form 8865 (2010)

So	chedule A Constructive Ow box b, enter the interest you const a Owns a direct	nership of Partnership Interest. Che name, address, and U.S. taxpayer ide tructively own. See instructions. interest b		k the boxes th tifying numbe			he the	filer. If y person	/ou (s) \	check whose
	Name	Address		Identifying num				Check if foreign person	d	neck if lirect artner
So	chedule A-1 Certain Partners o	of Foreign Partnership(see instruction		s)						analy if
	Name	Address	 - - -	Identifyin	g numbe	er (if any)		fo	neck if preign erson
_	es the partnership have any other fore chedule A-2 Affiliation Schedu	ile. List all partnerships (foreign or do		nestic) in which			n pa	Yes artnershi	p o'	No wns a
_	direct interest or in	Address	 -	EIN (if any)				ordinary ne or loss	foi	neck if reign nership
		t - Trade or Business Income income and expenses on lines 1a through 2	22	below. See the i	nstructi	ions for	mor	re informa	ation	
Income	 3 Gross profit. Subtract line 2 fro 4 Ordinary income (loss) from oth 5 Net farm profit (loss) (attach So 6 Net gain (loss) from Form 4797 	m line 1c her partnerships, estates, and trusts (attach chedule F (Form 1040))	st	tatement) *	1c 2 3 4 5 6 7					
Deductions (see instructions for limitations)	 9 Salaries and wages (other than 10 Guaranteed payments to part 11 Repairs and maintenance 12 Bad debts 13 Rent 14 Taxes and licenses 15 Interest 16 a Depreciation (if required, attact b Less depreciation reported else 17 Depletion (Do not deduct oil a 18 Retirement plans, etc. 19 Employee benefit programs 	h Form 4562) ewhere on return and gas depletion.) h Interest			8 9 10 11 12 13 14 15 16c 17 18 19 20					
		ounts shown in the far right column for lines 9 thro			21					

Schedule D Capital Gains and Losses (Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

OC.	Teddie B	o Coriodalo B	1 (1 01111 1000) (o not additional t	i anoaotiono ioi	milee i and i j
Pai	t I Short-Term Capital Gains and Los	ses - Assets H	eld One Year o	or Less		
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other bas (see instructions)	
1						
•						
2	Enter short-term gain or (loss), if any, from Sch	nedule D-1 (Form	1065), line 2		2	
		·				
3	Short-term capital gain from installment sales f	rom Form 6252, I	ine 26 or 37		3	
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824		4	
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					
6	Net short-term capital gain or (loss). Cor Form 8865, Schedule K, line 8 or 11	mbine lines 1 tl	nrough 5 in col	umn (f). Enter he	ere and on	
Pai	t II Long-Term Capital Gains and Loss					
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other bas (see instructions)	sis (f) Gain or (loss) Subtract (e) from (d)
7						
8	Enter long-term gain or (loss), if any, from Sch	edule D-1 (Form	1065), line 8		8	
9	Long-term capital gain from installment sales for	rom Form 6252, li	ine 26 or 37		9	·
0	Long-term capital gain (loss) from like-kind exc	10)			
11	Partnership's share of net long-term capita gains (losses), from other partnerships, estate					1
2					12	2
3	Net long-term capital gain or (loss). Com				ere and on	
	Form 8865, Schedule K, line 9a or 11	<u> </u>			13	3

75-3257857

Form 8865 (2010) Page **4**

Sched	lule K	Partners' Distributive Share Items		Total amount	
GCIICC	1	Ordinary business income (loss) (page 2, line 22)	1	rotal alliount	
	2	Net rental real estate income (loss) (attach Form 8825)	2		
	2 3 a	Other gross rental income (loss)			
		Expenses from other rental activities (attach statement) 3b			
	b c		3c		
	4		4		
(ss	5	Guaranteed payments	5		
اد	6	Interest income Dividends: a Ordinary dividends	6a		
Income (Loss)	0	b Qualified dividends	0a		
Ö	7	b Qualified dividends 6b	7		
<u>=</u>	8	Royalties Net short-term capital gain (loss)	8		
			9a		
	э a b	Net long-term capital gain (loss) Collectibles (28%) gain (loss)	Ja		
	10	Not a stign 4004 main (loss) (attack Farms 4707)	10		
	11	Other income (loss) (see instructions) Type	11		
	12	Section 179 deduction (attach Form 4562)	12		
Su		Contributions	12 13a		
Deductions			13a 13b		
ñ	0	Investment interest expense Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶			
De	4	Other deductions (see instructions) Type	13c(2) 13d		
		* * *			
Self- Employ- ment	14 a	Gross farming or fishing income	14a		
	D		14b 14c		
			15a		
			15a 15b		
its	C	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c		
Credits	d	Other rental real estate credits (see instructions) Type	15d		
ပ	e	Other rental credits (see instructions) Type	15e		
	f	Other credits (see instructions) Type	15f		
	16 a	Name of country or U.S. possession	10.		
	b	· · · · · · · · · · · · · · · · · · ·	16b		
ဟ			16c		
ansactions	_	Foreign gross income sourced at partnership level			
act	d	Passive category ▶ e General category ▶ f Other (attach statement) ▶	16f		
Sur		Deductions allocated and apportioned at partner level			
	g	, ,	16h		
igu		Deductions allocated and apportioned at partnership level to foreign source income			
Foreign Tr	i		16k		
Ľ.	I	Total foreign taxes (check one): ▶ Paid Accrued	161		
	m		16m		
	n	Other foreign tax information (attach statement)			
×	17 a	Post-1986 depreciation adjustment	17a		
Ta Ta	b	Adjusted gain or loss	17b		
um Ite	С	Depletion (other than oil and gas)	17c		
Alternative Minimum Tax (AMT) Items	d	Oil, gas, and geothermal properties - gross income	17d		
⋖┋₹	е	Oil, gas, and geothermal properties - deductions	17e		
	f	Other AMT items (attach statement)	17f		
_	18 a	Tax-exempt interest income	18a		
tior	b	Other tax-exempt income	18b		
na.	C 40 a	Nondeductible expenses Distributions of each and marketable securities	18c		
fo	19 a b	Distributions of cash and marketable securities Distributions of other property	19a		
든	о 20 а		19b 20a		
Other Information			20a		
0		Other items and amounts (attach statement)	200		

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Sch	nedule L Balance Sheets pe	r Books. (Not require	d if Item G9, page 1, i	s answered "Yes.")	Ű -
	·	•	of tax year		tax year
	Assets	(a)	(b)	(c)	(d)
1	Cash				
2 a					
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)				
7	Mortgage and real estate loans				
8	Other investments (attach statement)				
9 a	Buildings and other depreciable assets				
b	Less accumulated depreciation				
10 a	Depletable assets				
	Less accumulated depletion				
11	Land (net of any amortization)				
12 a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
13	Other assets (attach statement)				
14	Total assets				
	Liabilities and Capital				
15	Accounts payable				
16	Mortgages, notes, bonds payable in less than 1 year				
17	Other current liabilities (attach statement)				
18	All nonrecourse loans				
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement)				
21	Partners' capital accounts				
22	Total liabilities and capital				

Form **8865** (2010)

TCV VII (A), L.P. Form 8865 (2010)

Form	1 8865 (2010)			Page o
Sc	hedule M Balance Sheets for Interest Alloca	ation		
			(a) Beginning of tax year	(b) End of tax year
1	Total U.S. assets		7	
2	Total foreign assets:			
а	Passive category			
b	General category			
	Other (attach statement)			
	hedule M-1 Reconciliation of Income (Loss)	per Books With In	ncome (Loss) per Return. (N	Not required if Item G9, page
	1, is answered "Yes.")			
		6 Inco	me recorded on books this	
1	Net income (loss) per books	year	not included on Schedule K,	
2	Income included on Schedule K,	lines	s 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a Tax	-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7 Dedi	uctions included on Schedule	
3	Guaranteed payments (other	K, lir	nes 1 through 13d, and 16l not	
	than health insurance)	char	ged against book income this	
4	Expenses recorded on books	year	(itemize):	
	this year not included on	a Dep	reciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
	Depreciation \$			
b	Travel and entertainment \$	8 Add	lines 6 and 7	
			ome (loss). Subtract line 8	
5	Add lines 1 through 4		line 5	
Sc	hedule M-2 Analysis of Partners' Capital Acco	ounts.(Not require	d if Item G9, page 1, is ansv	wered "Yes.")
1	Balance at beginning of year	6 Dist	ributions: a Cash	
2	Capital contributed:		b Property	
	a Cash	7 Othe	er decreases (itemize):	
	b Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
	·		lines 6 and 7	
			ance at end of year. Subtract	
5	Add lines 1 through 4		8 from line 5	

TCV VII (A), L.P.

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Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

_				() ()	
	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible proper ty other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

SCHEDULE 0 (Form 8865) Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

Name of transferor

Filer's identifying number 91-0793881

Name of foreign partnership

TCV VII (A), L.P.

CASEY FAMILY PROGRAMS

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		1,597,000.				.975
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							
	formation Requi		ported (see instru	ctions):			
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
Part III Is	any transfer repo	orted on this s	chedule subject to	gain recognition ur	oder section 904(f))(3) or	

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2010

Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. See separate instructions.

OMB No. 1545-1668

Department of the Treasury

Information furnished for the foreign partnership's tax year unning 01/01/2010 and ending 12/31/2010

Attachment

internal Reven	iue Service	peg	Jilling OI/OI	/2010 , and	enumy 12/	731/2010			Sequence N	No. 118
Name of perso	•				File	er's identifyir	•			
CASEY F	AMILY I	PROGRAMS		1.			079388			
Filer's address	s (if you are n	ot filing this form with	your tax return)	A Category	of filer (see Cate	egories of File		ctions and check	c applicable bo	x(es)):
				B Filer's tax	year beginning	01/01	/2010	, and ending	12/33	1/2010
C Filer's sh	nare of liabi	lities: Nonrecourse	\$	Qualified no	nrecourse fina	incing \$		Other \$		
D If filer is	a member	of a consolidated gr	oup but not the pa	rent, enter the f	ollowing inform	nation about t	he parent:	<u> </u>		
Name					EIN					
Address					·					
E Informat	ion about c	ertain other partners	s (see instructions)						
	(1) Name			(2) Address	(3) Identifying number			(4) Ch	eck applicable	
	(I) Name			(2) Address		(3) Identifyii	ig number	Category 1	Category 2	Constructive owner
		of foreign partnersh	PEAN EQUI	TY PARTNI	 Ers V (b), L.P	2 EIN (if any	,		
22-24 S			200					98-05		ave ergenized
ST. HEL	IEK, UI	ERSEY JE2 3					3 Country under whose laws organize CJ			
4 Date of	Date of 5 Principal place 6 Principal			al business	7 Principa	al business	8a Functi	onal currency	8b Excha	ange rate
organiza	ation	of business	activity	code number	activity INVEST	MENTS	E	URO	(see instr.)	
04/18	/2008	CJ	52	3900		ILIVIO			1.	326508000000
G Provide	the followin	g information for the	e foreign partnersh	nip's tax year:	•		•			
		d identifying numbe	r of agent (if any) i	n the	2 Check it	f the foreign p	artnership n	nust file:		
United S	States				Fo	orm 1042	Forr	m 8804	X Form 10	065 or 1065-B
					Service OGDI		e Form 1065	or 1065-B is	filed:	
organiza	ation, if any AN EQUITY I	of foreign partnersh		try of	4 Name a records and records and records 22-24 SEALE ST. HELIER,	ords, if differe MITED STREET	f person(s) v n partnership ent	with custody of o, and the locat	the books ar	nd ooks
5 Were an	ny special a	llocations made by	the foreign partne	rship?				▶	X Yes	No
6 Enter the	e number o	f Forms 8858, Infor	mation Return of U	J.S. Persons Wi	th Respect To	Foreign Disre	egarded Ent	ities,		
attached	d to this retu	ırn (see instructions)					▶		
7 How is t	his partners	ship classified under	the law of the co	untry in which it	is organized?		▶ LIMIT	TED PARTN	IERSHIP	
		own any separate ι	units within the me	aning of Regula	ations section 1	1.1503-2(c)(3), (4), or		[]	
•	d)-1(b)(4)?							▶	X Yes	└ No
TheThe	partnership value of the	nip meet both of the o's total receipts for the e partnership's total	the tax year were assets at the end	less than \$250,0		\$1 million.	}		Yes	X No
It "Yes," Sign Here		mplete Schedules L nalties of perjury, I de		yaminad this ret	ırn including -	coomponin-	cohodulas ==	d statements =	nd to the har	t of my knowled-
Only If You Are Filing This Form	and belief	it is true, correct, a n of which preparer h	nd complete. Decla							
Separately and Not With							L			
Your Tax Return.	Signat	ure of general partner	or limited liability cor	npany member			Date			
	Print/Type p	oreparer's name		Preparer's signa	ture		Date	Check it	f	PTIN
Paid -								self- employe	ed 🕨	
Preparer	Firm's nam	e >						Firm's E	EIN 🕨	
Use Only	Firm's addr	ress ►						Phone	no.	

Sc	Constructive Own box b, enter the interest you const	nership of Partnership Interest. Che name, address, and U.S. taxpayer id ructively own. See instructions.	eck the boxes the entifying number of Owns a const			you check n(s) whose	
_	Name	Address	Identifying nun		Check if foreign person	Check if direct partner	
Sc	chedule A-1 Certain Partners o	of Foreign Partnership(see instruction	ons)				
	Name ATTACHMENT 1	Address	'	g number (if a	any)	Check if foreign person	
	es the partnership have any other fore	ign person as a direct partner?			. Yes	No	
Sc		ile. List all partnerships (foreign or dondirectly owns a 10% interest.	omestic) in whic		eign partnersh	ip owns a	
	Name ATTACHMENT 2	Address	EIN (if any		Total ordinary income or loss	foreign partnership	
_							
		t - Trade or Business Income income and expenses on lines 1a through 2	20 h alaw. Ca a Ma a		£::	-ti	
Income	 1 a Gross receipts or sales b Less returns and allowances 2 Cost of goods sold 3 Gross profit. Subtract line 2 fro 4 Ordinary income (loss) from otl 5 Net farm profit (loss) (attach So 6 Net gain (loss) from Form 4797 	m line 1c her partnerships, estates, and trusts (attach	statement) *	1c 2 3 4 5 6 7	ioi more imorm	auon.	
Deductions (see instructions for limitations)	9 Salaries and wages (other than 10 Guaranteed payments to partn 11 Repairs and maintenance 12 Bad debts 13 Rent 14 Taxes and licenses 15 Interest 16 a Depreciation (if required, attact b Less depreciation reported else 17 Depletion (Do not deduct oil a 18 Retirement plans, etc. 19 Employee benefit programs	in to partners) (less employment credits) ers h Form 4562) ewhere on return nd gas depletion.) ment)		8 9 10 11 12 13 14 15 16c 17 18 19 20			
		ounts shown in the far right column for lines 9 thro		21			

Schedule D Capital Gains and Losses (Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)			Subtract (e) from (c
Er	nter short-term gain or (loss), if any, from S	Schedule D-1 (Form	1065), line 2		2	
Sł	nort-term capital gain from installment sale	es from Form 6252, I	ine 26 or 37		3	
Sł	nort-term capital gain (loss) from like-kind	exchanges from Fo	orm 8824		4	
	artnership's share of net short-term pital gains (losses), from other partnersh					
	et short-term capital gain or (loss). (orm 8865, Schedule K, line 8 or 11					
t II						
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)			(e) Cost or other bas (see instructions)	s (f) Gain or (loss Subtract (e) from (
Er	nter long-term gain or (loss), if any, from S	chedule D-1 (Form	1065), line 8		8	
Lc	ong-term capital gain from installment sale	s from Form 6252, li	ine 26 or 37		9	
Lo	ong-term capital gain (loss) from like-kind e	exchanges from For	m 8824		10	
	artnership's share of net long-term capains (losses), from other partnerships, est			allocated long-t		
	(100000), itom outor partiterships, est					
ga	and the Land to the Additional to the				12	

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FUIII 660					raye -
Sched	lule K			Total amount	
	1	Ordinary business income (loss) (page 2, line 22)	1		
	2	Net rental real estate income (loss) (attach Form 8825)	2		
	3 a	Other gross rental income (loss)			
	b	Expenses from other rental activities (attach statement) 3b			
	С	Other net rental income (loss). Subtract line 3b from line 3a	3с		
_	4	Guaranteed payments	4		
Income (Loss)	5	Interest income	5		
(Lo	6	Dividends: a Ordinary dividends	6a		
) е			va		
Ö	_	b Qualified dividends 6b	7		
<u>n</u>	7	Royalties			
	8	Net short-term capital gain (loss)	8		
	9 a	Net long-term capital gain (loss)	9a		
	b	Collectibles (28%) gain (loss)			
	С	Unrecaptured section 1250 gain (attach statement)			
	10	Net section 1231 gain (loss) (attach Form 4797)	10		
	11	Other income (loss) (see instructions) Type	11		
S	12	Section 179 deduction (attach Form 4562)	12		
o	13 a	Contributions	13a		
cti	b	Investment interest expense	13b		
Deductions	С		13c(2)		
	d	Other deductions (see instructions) Type	13d		
t y-		Net earnings (loss) from self-employment	14a		
ent					
Self- Employ- ment			14b		
		Gross nonfarm income			
g		Low-income housing credit (section 42(j)(5))			
	b	• , ,	15b		
Credits	С	' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' '	15c		
S	d	Other rental real estate credits (see instructions) Type ▶	15d		
	е	Other rental credits (see instructions) Type ▶	15e		
	f	Other credits (see instructions) Type ▶	15f		
	16 a	Name of country or U.S. possession			
			16b		
တ္	С		16c		
Foreign Transactions		Foreign gross income sourced at partnership level			
act	d		16f		
ıns	-	Deductions allocated and apportioned at partner level			
Tra	q		16h		
gu	9	Deductions allocated and apportioned at partnership level to foreign source income			
rei	i		16k		
Ъ	:	Total foreign taxes (check one): Paid Accrued	16I		
	m				
	n	Other foreign tax information (attach statement)	16m		
			17a		
o XX o	17 a				
tiv T em	D	Adjusted gain or loss	17b		
rna iun) It	C	Depletion (other than oil and gas)	17c		
He MT	d	Oil, gas, and geothermal properties - gross income	17d		
Alternative Minimum Tax (AMT) Items	е	Oil, gas, and geothermal properties - deductions	17e		
	f	Other AMT items (attach statement)	17f		
	18 a	Tax-exempt interest income	18a		
ion	b	Other tax-exempt income	18b		
nati	С	Nondeductible expenses	18c		
υm	19 a	Distributions of cash and marketable securities	19a		
Infc	b	Distributions of other property	19b		
er	20 a	Investment income	20a		
Other Information	b	Investment expenses	20b		
_	С	Other items and amounts (attach statement)			

JSA 0X1913 2.000

Form 8865 (2010) Page 5 Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.") Schedule L Beginning of tax year End of tax year **Assets** (a) (b) (d) Cash 2 a Trade notes and accounts receivable **b** Less allowance for bad debts Inventories 3 4 U.S. government obligations Tax-exempt securities 5 6 Other current assets (attach statement) Mortgage and real estate loans 7 8 Other investments (attach statement) 9 a Buildings and other depreciable assets **b** Less accumulated depreciation 10 a Depletable assets **b** Less accumulated depletion Land (net of any amortization) 11 **12 a** Intangible assets (amortizable only) **b** Less accumulated amortization Other assets (attach statement) 13 14 Total assets **Liabilities and Capital** 15 Accounts payable

Form **8865** (2010)

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Mortgages, notes, bonds payable in less than 1 year

Other current liabilities (attach statement)

All nonrecourse loans

Mortgages, notes, bonds payable in 1 year or more

Other liabilities (attach statement)

Partners' capital accounts

Total liabilities and capital

Form 8865 (2010) Page **6**

Sch	edule M Balance Sheets for Interest	Allocation
		(a) (b) Beginning of End of tax year tax year
1	Total U.S. assets	
	Total foreign assets:	
а	Passive category	
b	General category	
	Other (attach statement)	
	edule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page
	1, is answered "Yes.")	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
	,	6 Income recorded on books this
1	Net income (loss) per books	year not included on Schedule K,
	Income included on Schedule K.	lines 1 through 11 (itemize):
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a Tax-exempt interest \$
	and 11 not recorded on books	
	this year (itemize):	7 Deductions included on Schedule
	Guaranteed payments (other	K, lines 1 through 13d, and 16l not
	than health insurance)	charged against book income this
	Expenses recorded on books	year (itemize):
	this year not included on	a Depreciation \$
	Schedule K, lines 1 through	
	13d, and 16l (itemize):	
	Depreciation \$	
b	Travel and entertainment \$	8 Add lines 6 and 7
		9 Income (loss). Subtract line 8
	Add lines 1 through 4	from line 5
Sch	edule M-2 Analysis of Partners' Capita	Accounts. (Not required if Item G9, page 1, is answered "Yes.")
1	Balance at beginning of year	6 Distributions: a Cash
2	Capital contributed:	b Property
	a Cash	7 Other decreases (itemize):
	b Property	
3	Net income (loss) per books	
	Other increases (itemize):	
	. ,	8 Add lines 6 and 7
		9 Balance at end of year. Subtract
5	Add lines 1 through 4	line 8 from line 5

Form 8865 (2010) Page **7**

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

		<u> </u>	<u>'</u>	() ()	
	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
	Compensation received for technical, managerial, engineering, construction, or like services				
	Commissions received				
5	Rents, royalties, and license fees received				
	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
40	Dumah as a safi in combany				
	Purchases of inventory				
11	Purchases of tangible proper ty other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

SCHEDULE O (Form 8865)

Transfer of Property to a Foreign Partnership

(under section 6038B)

2010

Department of the Treasury Internal Revenue Service

► Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

Name of transferor	-				Filer's i	dentifying number	
CASEY FAMII	LY PROGRAMS				91-0	0793881	
Name of foreign partr	nership				<u> </u>		
CVC EUROPEA	AN EQUITY PA	ARTNERS V	(B), L.P.				
Part I Tra	nsfers Reportab	le Under Sed	ction 6038B				
Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		4,011,973.				.291
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							
Supplemental In	formation Requi	red To Be R	eported (see instr	uctions):		1	1
Part II Dis	positions Report	table Under	Section 6038B				
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

section 904(f)(5)(F)?

Schedule O (Form 8865) 2010

X No

Part III

Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or

91-0793881

ATTACHMENT 1

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-1 - CERTAIN PARTNERS OF FOREIGN PARTNERSHIP

CHECK IF:

NAME ADDRESS

ID NUMBER

94-6207465

FOR PERS

CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM LINCOLN PLAZA EAST

400 Q STREET, SUITE 4800

SACRAMENTO CA

CA 95814

ATTACHMENT 1 2679BD D15X V 10-8.2 010

91-0793881

ATTACHMENT 2

FORM 8865, PAGE 2 DETAIL

2679BD D15X

SCHEDULE A-2 - AFFILIATION SCHEDULE			TOTAL ORDINARY	FOR
NAME	ADDRESS	ID NUMBER	INCOME OR LOSS	PSHP
DEEP END HOLDINGS, LLC	2711 CENTERVILLE ROAD SUITE 400 WILMINGTON DE 1980	27-3362528		
STARBEV LP	22 GRENVILLE STREET ST. HEILER JERSEY JE4 8PX	FOREIGNUS		X
TREBOL INTERNATIONAL BV	SCHIPOL BOULEVARD 285 TOWER B 1118BH LUCHTHAVEN SCHIPOL AMSTERDAM	98-0683874		X

Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. See separate instructions.

Department of the Treasury Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2010 , and ending 12/31/2010

Attachment

OMB No. 1545-1668

Internal Reven	nue Service	´ beginniı	ng 01/01/	/2010 , and	lending 12.	/31/2010			Sequence No	. 118	
Name of perso	on filing this r	eturn			File	er's identifyiı	ng number				
CASEY F	'AMILY	PROGRAMS				91	L-079388	31			
Filer's address	s (if you are r	not filing this form with your t	ax return)	A Category	of filer (see Cate	egories of File	rs in the instru	ctions and check	applicable box(es)):	
				1	2	3		4			
				B Filer's tax	year beginning	01/01	/2010	, and ending	12/31,	/2010	
C Filer's sh	hare of liabi	lities: Nonrecourse \$		Ouglified no	onrecourse fina	encing ¢		Other \$			
		of a consolidated group I	hut not the nar				the narent:	Other ¢			
Name	4	or a consensation group .	out not and pur	,	EIN		раготта				
Address					<u> </u>						
E Informat	tion about c	ertain other partners (see	e instructions)								
	(4) Name			O) Add		(0) 1-1		(4) Ch	(4) Check applicable box(es)		
	(1) Name		(,	(2) Address (3) Identifyi			ng number	Category 1	Category 2 Constructive owner		
		of foreign partnership	OCM OPPOR	RTUNITES	FUND VII	В, L.Р.		2 EIN (if any 20-851	,		
		VE., 28 FLOOR									
LOS ANGELES, CA 90071								CJ	nder whose lav	vs organized	
4 Date of		5 Principal place	6 Principal	business	7 Principa	al business	8a Function	onal currency	8b Exchan	ge rate	
organiza	ation	of business		ode number	activity INVESTING US DOLLAR (see instr.)						
02/15	/2007	CJ	523	3900	INVES	IING		022111			
G Provide	the following	ng information for the fore	eign partnershi	p's tax year:							
1 Name, a	address, an	d identifying number of a	gent (if any) in	the	2 Check i	f the foreign p	partnership n	nust file:			
United S		MANAGMENT, L.P.			F	orm 1042	Forr	n 8804 [X Form 106	55 or 1065-B	
		UE, 28TH FLOOR			Service	Center wher	e Form 1065	or 1065-B is f	iled:		
LOS ANGELES	S, CA 9007	1 26-0189082			OGDI	EN					
	nd address ation, if any	of foreign partnership's	agent in countr	ry of	4 Name a	and address of the foreign	of person(s) v	vith custody of , and the locat	the books and	j oks	
C/O WALKER		ED			and records, if different C/O OAKTREE CAPITAL MANAGMENT, L.P.						
WALKER HOUS	SE, P.O. B	OX 908GT, MARY STREET			333 SOUTH GRAND AVENUE, 28TH FLOOR						
	N, GRAND C	AYMAN KY1-9002									
CJ		#		. h. : 0	LOS ANGELES,				X Yes		
		illocations made by the for f Forms 8858, Information			ith Respect To		egarded Enti	ities	X Yes	No	
		urn (see instructions)			•	•	cgarded Em				
		ship classified under the						PTED LIMI	TED PART	NERSHIP	
	•	own any separate units		•	Ū						
	d)-1(b)(4)?							▶	Yes	☐ No	
		nip meet both of the follo	owing requiren	nents?			,	•			
		o's total receipts for the ta e partnership's total asse				\$1 million.	}		Yes	☐ No	
If "Yes,		mplete Schedules L, M-				•	<u> </u>				
Sign Here Only If You		nalties of perjury, I declare f, it is true, correct, and co									
Are Filing This Form		n of which preparer has an		ation of propare	i (outer than go	onoral partitor	or infilted flat	only company n	nomber) is base	a on all	
Separately						I					
and Not With Your Tax	Signat	ture of general partner or lim	ited liability com	pany member			Date				
Return.		preparer's name	indomity colli	Preparer's signa			Date	Chook :	. p	TIN	
Paid	/ Illig Type	p. sparor o namo		, reparer a argina	ii.u.o		Date	Check if self- employe			
Preparer	Firm's nam	e >									
Use Only								Firm's E			
_								Filone	ю.		

Page 2

Forn	n 8865 (2010)								Page 2
	hedule A		nership of Partnership name, address, and U.S ructively own. See instru	Interest. Che taxpayer ide ctions.				ne filer. If the persor	you check i(s) whose
		a Owns a direct	interest	b	Owns a const	ructive int	erest	any) Yes Eign partnership Total ordinary income or loss	0, 1,4
	N	ame	Address		Identifying nur	nber (if an	ny)	foreign	Check if direct partner
Sc	hedule A-1	Certain Partners of	of Foreign Partnership(S	ee instruction	ons)				Observatorité
_	N	ame	Address		Identifyin	g number	(if any)		Check if foreign person
Doe	es the partners	nip have any other fore	 ign person as a direct partne	er?	<u> </u>			Yes	No
_	hedule A-2	Affiliation Schedu	le. List all partnerships (directly owns a 10% inte	foreign or do					
		ame	Address	EIN (if any)		,	Check if foreign partnership	
<i>F</i>	ATTACHMENT	1							
	hedule B		- Trade or Business Inc				'		
Cai	ution. Include o	only trade or business	income and expenses on line	es 1a through 2	22 below. See the	instructio	ns for r	more informa	ation.
	1 a Gross re	eceipts or sales		1a					
	b Less ret	urns and allowances	1b			1c			
ø.	2 Cost of	goods sold rofit. Subtract line 2 fro				3			-
come			m line 1c her partnerships, estates, an			4			
<u> </u>			chedule F (Form 1040))			5			
	6 Net gain	(loss) from Form 4797	7, Part II, line 17 (attach Forn			6			
	7 Other in	come (loss) (attach sta	tement)			7			
			lines 3 through 7			8			
			n to partners) (less employment			9			
ŝ	10 Guarant	eed payments to partn	ers			11			
tation						12			
r lin						13			
ons fo						14			
tructi	15 Interest			, ,		15			
(see instructions for limitations)		Depreciation (if required, attach Form 4562)							
			16c						
tion		Retirement plans, etc							
Deductions									
De	20 Other de								
	21 Total de	eductions. Add the amo	ounts shown in the far right colur	nn for lines 9 thro	ough 20	21			
	22 Ordinary	business income (loss)	from trade or business activities	s. Subtract line 21	I from line 8	22			

Schedu	le D	Capital	Gains a	nd Losses	(Use S	Schedule	D-1	(Form	1065)	to list	additiona	al transact	tions f	or lines	1 and 7
Part I	Shor	rt-Term C	apital G	ains and l	osses	s - Asset	s He	ld One	Year	or Les	SS				

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basi (see instructions)	s (f) Gain or (loss) Subtract (e) from (d)
1						
2	Enter short-term gain or (loss), if any, from Sch	edule D-1 (Form	1065), line 2		2	
3	Short-term capital gain from installment sales fr	rom Form 6252, I	ine 26 or 37		3	
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824		4	
5	5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					
6	Net short-term capital gain or (loss). Con	nbine lines 1 th	nrough 5 in col		ere and on	

Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other (see instruction		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from Sch	nedule D-1 (Form	1065), line 8			8	
9	Long-term capital gain from installment sales t	from Form 6252, li	ine 26 or 37			9	
10	Long-term capital gain (loss) from like-kind ex	changes from For	m 8824			10	
11	Partnership's share of net long-term capital gain (loss), including specially allocated long-term capital gains (losses), from other partnerships, estates, and trusts						
12	Capital gain distributions						
13	Net long-term capital gain or (loss). Con Form 8865, Schedule K, line 9a or 11		0	()		13	

Form **8865** (2010)

JSA 0X1912 2.000

Form 8865 (2010) Page 4

FUIII 660					raye -
Sched	lule K			Total amount	
	1	Ordinary business income (loss) (page 2, line 22)	1		
	2	Net rental real estate income (loss) (attach Form 8825)	2		
	3 a	Other gross rental income (loss)			
	b	Expenses from other rental activities (attach statement) 3b			
	С	Other net rental income (loss). Subtract line 3b from line 3a	3с		
	4	Guaranteed payments	4		
Income (Loss)	5	Interest income	5		
(Lo	6	Dividends: a Ordinary dividends	6a		
) е			va		
Ö	_	b Qualified dividends 6b	7		
<u>n</u>	7	Royalties			
	8	Net short-term capital gain (loss)	8		
	9 a	Net long-term capital gain (loss)	9a		
	b	Collectibles (28%) gain (loss)			
	С	Unrecaptured section 1250 gain (attach statement)			
	10	Net section 1231 gain (loss) (attach Form 4797)	10		
	11	Other income (loss) (see instructions) Type	11		
S	12	Section 179 deduction (attach Form 4562)	12		
o	13 a	Contributions	13a		
cti	b	Investment interest expense	13b		
Deductions	С		13c(2)		
ă	d	Other deductions (see instructions) Type	13d		
×		Net earnings (loss) from self-employment	14a		
ent					
Self- Employ- ment			14b		
		Gross nonfarm income			
		Low-income housing credit (section 42(j)(5))			
છ	b	• , ,	15b		
Credits	С	' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' '	15c		
S	d	Other rental real estate credits (see instructions) Type ▶	15d		
	е	Other rental credits (see instructions) Type ▶	15e		
	f	Other credits (see instructions) Type ▶	15f		
	16 a	Name of country or U.S. possession			
			16b		
တ္	С		16c		
Foreign Transactions		Foreign gross income sourced at partnership level			
act	d		16f		
ıns	-	Deductions allocated and apportioned at partner level			
Tra	q		16h		
gu	9	Deductions allocated and apportioned at partnership level to foreign source income			
rej			16k		
Ъ	;	Total foreign taxes (check one): Paid Accrued	16I		
	m				
	n	Other foreign tax information (attach statement)	16m		
			17a		
e ax	17 a	' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' '			
tive Ta	р	Adjusted gain or loss	17b		
ına ıur) It	С	Depletion (other than oil and gas)	17c		
Alternative Minimum Tax (AMT) Items	d	Oil, gas, and geothermal properties - gross income	17d		
Α≅ĕ	е	Oil, gas, and geothermal properties - deductions	17e		
	f	Other AMT items (attach statement)	17f		
	18 a	Tax-exempt interest income	18a		
on	b	Other tax-exempt income	18b		
nati	С	Nondeductible expenses	18c		
JII.	19 a	Distributions of cash and marketable securities	19a		
Infc	b	Distributions of other property	19b		
Other Information	20 a	Investment income	20a		
Æ	b	Investment expenses	20b		
	С	Other items and amounts (attach statement)			

JSA 0X1913 2.000

Other current liabilities (attach statement)

All nonrecourse loans

Mortgages, notes, bonds payable in 1 year or more

Other liabilities (attach statement)

Partners' capital accounts

Total liabilities and capital

Form 8865 (2010) Page 5 Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.") Schedule L Beginning of tax year End of tax year **Assets** (a) (b) (d) Cash 2 a Trade notes and accounts receivable **b** Less allowance for bad debts Inventories 3 4 U.S. government obligations Tax-exempt securities 5 6 Other current assets (attach statement) Mortgage and real estate loans 7 8 Other investments (attach statement) **9 a** Buildings and other depreciable assets **b** Less accumulated depreciation 10 a Depletable assets **b** Less accumulated depletion Land (net of any amortization) 11 **12 a** Intangible assets (amortizable only) **b** Less accumulated amortization Other assets (attach statement) 13 14 Total assets **Liabilities and Capital** 15 Accounts payable 16 Mortgages, notes, bonds payable in less than 1 year

Form **8865** (2010)

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18

19

20

21

22

Form 8865 (2010) Page **6**

Schedule M Balance Sheets for Interest Allocation	
	(a) (b) Beginning of End of tax year tax year
1 Total U.S. assets	
2 Total foreign assets:	
a Passive category	
b General category	
c Other (attach statement)	
Schedule M-1 Reconciliation of Income (Loss) per E 1, is answered "Yes.")	Books With Income (Loss) per Return. (Not required if Item G9, page
	6 Income recorded on books this
1 Net income (loss) per books	year not included on Schedule K,
2 Income included on Schedule K,	lines 1 through 11 (itemize):
lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a Tax-exempt interest \$
and 11 not recorded on books	
this year (itemize):	7 Deductions included on Schedule
3 Guaranteed payments (other	K, lines 1 through 13d, and 16l not
than health insurance)	charged against book income this
4 Expenses recorded on books	year (itemize):
this year not included on	a Depreciation \$
Schedule K, lines 1 through	
13d, and 16l (itemize):	
a Depreciation \$	
b Travel and entertainment \$	8 Add lines 6 and 7
`	9 Income (loss). Subtract line 8
5 Add lines 1 through 4	from line 5
Schedule M-2 Analysis of Partners' Capital Accounts	
1 Balance at beginning of year	6 Distributions: a Cash
2 Capital contributed:	b Property
a Cash	7 Other decreases (itemize):
b Property	
3 Net income (loss) per books	
4 Other increases (itemize):	
	8 Add lines 6 and 7
	9 Balance at end of year. Subtract
5 Add lines 1 through 4	line 8 from line 5

Form 8865 (2010) Page **7**

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	isastion that occurred between th	is isisign paranersing and i	po	(a) cag (a).	
	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3					
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible proper ty other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16					
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

SCHEDULE 0 (Form 8865)

Transfer of Property to a Foreign Partnership

(under section 6038B)

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service Name of transferor

► Attach to Form 8865. See Instructions for Form 8865.

Filer's identifying number

CASEY FAMILY PROGRAMS Name of foreign partnership

91-0793881

OCM OPPORTUNITES FUND VIIB, L.P.

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		1,100,902.				.104
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							
Supplemental In	formation Requi	red To Be Re	eported (see instru	ctions):			
Part II Dis	positions Report	able Under S	Section 6038B				
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2010

ATTACHMENT 1

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY	FOR PSHP
MATT		ID NORDER		
OCM OPPORTUNITES FUND VIIB DELAWARE, L.P.	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90071	26-1614642		
OCM LUXEMBOURG OPPS VIIB S.A.R.L.	53 AVENUE PASTEUR L-2311 LUXEMBOURG	98-0602217		
OCM NETHERLANDS OPPORTUNITIES COOPERATIEF U.A	PRINS BERNARDPLEIN 200 1097JB AMSTERDAM NL	98-0590973		
RENO APO HOLDINGS, LTD.	C/O WALKERS SPV LIMITED WALKER HOUSE, 87 MARY STREET GEORGETOWN GRAND CAYMANS KY1-9002 CJ	98-0597550		
APPERINGO HOLDINGS BV	C/O OCM NETHERLANDS OPP COOPERATIEF U.A., PRINS BERNARDPLEIN 200 1097JB AMSTERDAM NL	98-0595162		

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE			TOTAL ORDINARY	FOR
NAME	ADDRESS	ID NUMBER	INCOME OR LOSS	
APPERINGO INVESTMENTS BV	C/O OCM NETHERLANDS OPP COOPERATIEF U.A., PRINS BERNARDPLEIN 200 1097JB AMSTERDAM NL	98-0596160		
OCM NETHERLANDS GLOBAL OPPORTUNITIES COOPERATIEF U.A	JAN VAN GOYENKADE 8 1075HP AMSTERDAM NL	98-0574708		
OCM JAPAN LOANS HOLDINGS, LTD	C/O WALKERS SPV LIMITED WALKERS HOUSE, 87 MARY STREET GEORGE TOWN GRAND CAYMANS KY1-9002 CJ	98-0611403		
JAPAN LOANS OPPORTUNITIES BV	PRINS BERNARDPLEIN 200 1097JB AMSTERDAM CJ	98-0611521		
OCM OPPORTUNITIES ALS HOLDINGS L.P.	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 900			

91-0793881 ATTACHMENT 1 (CONT'D)

FORM 8865, PAGE 2 DETAIL

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
OPPS LAUGHLIN HOLDINGS L.P.	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90073			
OCM INDUSTRIAL HOLDINGS LP	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90073			
OCM INDUSTRIAL E-INVESTMENTS LP	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90073			
OCM EUROPEAN LOAN HOLDINGS LTD	WALKER HOUSE, 87 MARY STREET GEORGETOWN GRAND CAYMANS KY1-9002 CJ	98-0654232		
OCM GLOBAL LOAN OPPORTUNITIES I B. V.	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90073			

ATTACHMENT 1 2679BD D15X V 10-8.2 010

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
NAME	ADDRESS	ID NUMBER	- TINCOME OR LOSS	- FSHF
OCM LOAN OPPORTUNITIES RESERVE I B. V.	JAN VAN GOYENKADE 8 1075HP AMSTERDAM NL	98-0665362		
OCM OCEANIA LOAN HOLDINGS LTD.	WALKER HOUSE, 87 MARY STREET GEORGETOWN GRAND CAYMANS KY1-9002 CJ	98-0663324		
OAKTREE OPPORTUNITES INVESTMENTS L.P.	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 9007	26-4224417 1		
FLAMINGO ROAD INVESTMENTS LP	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 9007:			

ATTACHMENT 1 2679BD D15X V 10-8.2 010

Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. See separate instructions.

OMB No. 1545-1668

Department of the Treasury

Information furnished for the foreign partnership's tax year unning 01/01/2010 and ending 12/31/2010

Attachment

internal Reven	iue Service	neg	inning OI/	01/2010 , and	ending 12	7 31 / 2010			Sequence	No. 118
Name of perso	on filing this r	eturn			File	er's identifyiı	ng number			
CASEY F.	AMILY I	PROGRAMS				91	L - 079388	31		
Filer's address	s (if you are n	ot filing this form with	your tax return)	A Category	of filer (see Cate	gories of File		ctions and che	ck applicable b	ox(es)):
				1	2	3		4		
				B Filer's tax	year beginning	01/01	/2010	, and endin	_{lg} 12/3	1/2010
		lities: Nonrecourse			nrecourse fina			Other \$		
	a member	of a consolidated gr	oup but not the	e parent, enter the f		nation about	the parent:			
Name					EIN					
Address	i									
	ian abaut a		/aaa inatuusti							
E Informat	ion about c	ertain other partners	s (see instruction	ons)				(4) (hook applicabl	a bay(aa)
	(1) Name			(2) Address		(3) Identifyi	ng number		Check applicable	Constructive
								Category 1	Category	2 owner
F1 Name ar	nd address	of foreign partnersh	l in CART _I YI.	E PARTNERS	V SA1 CA	L YMAN, T.,	P.	2 EIN (if ar	ıv)	
1001 PENN. AVE. NW				2222 371	,	•	,	541121		
WASHINGTON, DC 20004							3 Country (under whose	laws organized	
	,							CJ ,		Ü
4 Date of		5 Principal place		cipal business		al business	8a Functi	onal currency		ange rate
organiza	ation	of business	activ	ity code number	activity FINANCI	E AND	US D	OLLAR	(see	instr.)
10/29	/2009	CJ		523900	INSUR					
G Provide	the followin	g information for the	e foreign partne	ership's tax year:		-				
		d identifying number	r of agent (if ar	ny) in the	2 Check i	f the foreign p	partnership r	nust file:		
United S THE CARLYLE					Fo	orm 1042	For	n 8804	X Form 1	065 or 1065-B
1001 PENN.					Service	Center wher	e Form 106	5 or 1065-B is	filed:	
WASHINGTON,	DC 20004				OGDI					
		of foreign partnersh	ip's agent in c	ountry of				vith custody o		
	ation, if any RTNERS V SA	A1 CAYMAN, L.P.			records of the foreign partnership, and the location of such books and records, if different					
87 MARY STR		·			THE CARLYLE GROUP 1001 PENN. AVE. NW					
GEORGE TOWN	N, GRAND CA	AYMAN								
CJ, KY1-900)5				WASHINGTON I	DC, DC 20004				
	, .	llocations made by	0 1	•					Yes Yes	X No
		f Forms 8858, Infori		of U.S. Persons Wi	th Respect To	Foreign Disr	egarded Ent	ities,		
		ırn (see instructions	<i>'</i>							
	•	ship classified under		•	J		-	NERSHIP		
	·	own any separate ι	units within the	meaning of Regula	ations section ?	1.1503-2(c)(3), (4), or			V
,	d)-1(b)(4)? is partnersh	ip meet both of the	a following regi					•	Yes Yes	X No
	•	's total receipts for t			000 and)			V
		e partnership's total			was less than S	\$1 million.	}	•	Yes Yes	X No
Sign Here		mplete Schedules L			in alreading a			-1 -4-4		-
Only If You Are Filing	and belief	nalties of perjury, I do , it is true, correct, a	nd complete. D	eclaration of prepare						
This Form	informatio	n of which preparer h	as any knowledg	je.						
Separately and Not With										
Your Tax Return.	Signat	ure of general partner	or limited liability	company member			Date			
	Print/Type r	oreparer's name	<u> </u>	Preparer's signa	ture		Date	Check	if	PTIN
Paid								self- employ		
Preparer	Firm's name	e •							EIN D	
Use Only	Firm's addr							Phone		

98-0641121

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box b, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions. Schedule A Owns a direct interest Owns a constructive interest Check if Check if Name Address Identifying number (if any) foreign person direct partner Schedule A-1 Certain Partners of Foreign Partnership (see instructions) Check if foreign person Address Identifying number (if any) Name Does the partnership have any other foreign person as a direct partner? Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest. Check if Total ordinary Name Address (if any) income or loss partnership ATTACHMENT 1 Schedule B Income Statement - Trade or Business Income Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information. 1a Gross receipts or sales 1c b Less returns and allowances 1b 2 Cost of goods sold Gross profit. Subtract line 2 from line 1c 3 4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement) Net farm profit (loss) (attach Schedule F (Form 1040)) 5 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797) 6 Other income (loss) (attach statement) 7 8 8 Salaries and wages (other than to partners) (less employment credits) 9 10 10 Guaranteed payments to partners 11 Repairs and maintenance (see instructions for limitations) 11 12 12 13 13 Taxes and licenses 14 14 15 15 **16 a** Depreciation (if required, attach Form 4562) **16a** 16c **b** Less depreciation reported elsewhere on return 16b Deductions 17 Depletion (Do not deduct oil and gas depletion.) 17 18 18 19 Employee benefit programs 19 20 20 Other deductions (attach statement) 21 21 **Total deductions.** Add the amounts shown in the far right column for lines 9 through 20

Form **8865** (2010)

22

22

Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8

Schedule D Capital Gains and Losses(Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other (see instructio		(f) Gain or (loss) Subtract (e) from (d)
1							
_							
	Enter short-term gain or (loss), if any, from S	Schedule D-1 (Form	1065), line 2			2	
,	Short-term capital gain from installment sale	s from Form 6252, I	ine 26 or 37			3	
	Short-term capital gain (loss) from like-kind	exchanges from Fo	orm 8824			4	
	Partnership's share of net short-term capital gains (losses), from other partnershi					5	
	Net short-term capital gain or (loss). C Form 8865, Schedule K, line 8 or 11	Combine lines 1 th	nrough 5 in col	umn (f). Enter h	ere and on	6	
al	t II Long-Term Capital Gains and Lo						
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other (see instructio		(f) Gain or (loss) Subtract (e) from (d)
_							
	Enter long-term gain or (loss), if any, from So	chedule D-1 (Form	1065) line 8			8	
			•				
	Long-term capital gain from installment sales		•			9	
	Long-term capital gain (loss) from like-kind e	exchanges from For	m 8824			10	
	Partnership's share of net long-term cap gains (losses), from other partnerships, esta					11	
							I
	Capital gain distributions					12	

Form **8865** (2010)

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FUIII 660					raye -
Sched	lule K			Total amount	
	1	Ordinary business income (loss) (page 2, line 22)	1		
	2	Net rental real estate income (loss) (attach Form 8825)	2		
	3 a	Other gross rental income (loss)			
	b	Expenses from other rental activities (attach statement) 3b			
	С	Other net rental income (loss). Subtract line 3b from line 3a	3с		
_	4	Guaranteed payments	4		
Income (Loss)	5	Interest income	5		
(Lo	6	Dividends: a Ordinary dividends	6a		
) e			va		
Ö	_	b Qualified dividends 6b	7		
<u>n</u>	7	Royalties			
	8	Net short-term capital gain (loss)	8		
	9 a	Net long-term capital gain (loss)	9a		
	b	Collectibles (28%) gain (loss)			
	С	Unrecaptured section 1250 gain (attach statement)			
	10	Net section 1231 gain (loss) (attach Form 4797)	10		
	11	Other income (loss) (see instructions) Type	11		
S	12	Section 179 deduction (attach Form 4562)	12		
o	13 a	Contributions	13a		
cti	b	Investment interest expense	13b		
Deductions	С		13c(2)		
	d	Other deductions (see instructions) Type	13d		
. 5.1		Net earnings (loss) from self-employment	14a		
ent					
Self- Employ- ment			14b		
		Gross nonfarm income			
		Low-income housing credit (section 42(j)(5))			
	b	• , ,	15b		
Credits	С	' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' '	15c		
S	d	Other rental real estate credits (see instructions) Type ▶	15d		
	е	Other rental credits (see instructions) Type ▶	15e		
	f	Other credits (see instructions) Type ▶	15f		
	16 a	Name of country or U.S. possession			
			16b		
တ္	С		16c		
Foreign Transactions		Foreign gross income sourced at partnership level			
act	d		16f		
ıns	-	Deductions allocated and apportioned at partner level			
Tra	q		16h		
gu	9	Deductions allocated and apportioned at partnership level to foreign source income			
rei	i		16k		
Ъ	:	Total foreign taxes (check one): Paid Accrued	16I		
	m				
	n	Other foreign tax information (attach statement)	16m		
			17a		
o XX o	17 a				
tiv T em	D	Adjusted gain or loss	17b		
rna iun) It	C	Depletion (other than oil and gas)	17c		
He MT	d	Oil, gas, and geothermal properties - gross income	17d		
Alternative Minimum Tax (AMT) Items	е	Oil, gas, and geothermal properties - deductions	17e		
	f	Other AMT items (attach statement)	17f		
	18 a	Tax-exempt interest income	18a		
ion	b	Other tax-exempt income	18b		
nati	С	Nondeductible expenses	18c		
υm	19 a	Distributions of cash and marketable securities	19a		
Infc	b	Distributions of other property	19b		
er	20 a	Investment income	20a		
Other Information	b	Investment expenses	20b		
_	С	Other items and amounts (attach statement)			

JSA 0X1913 2.000

Form 8865 (2010) Page 5 Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.") Schedule L Beginning of tax year End of tax year **Assets** (a) (b) (d) Cash 2 a Trade notes and accounts receivable **b** Less allowance for bad debts Inventories 3 U.S. government obligations 4 Tax-exempt securities 5 6 Other current assets (attach statement) Mortgage and real estate loans 7 8 Other investments (attach statement) 9 a Buildings and other depreciable assets **b** Less accumulated depreciation 10 a Depletable assets **b** Less accumulated depletion Land (net of any amortization) 11 **12 a** Intangible assets (amortizable only) **b** Less accumulated amortization Other assets (attach statement) 13 14 Total assets **Liabilities and Capital** 15 Accounts payable 16 Mortgages, notes, bonds payable in less than 1 year 17 Other current liabilities (attach statement) All nonrecourse loans 18 19 Mortgages, notes, bonds payable in 1 year or more 20 Other liabilities (attach statement) 21 Partners' capital accounts

Form **8865** (2010)

22

Total liabilities and capital

	0000 (2010)			1 age 🗸
Scl	hedule M Balance Sheets for Inter	est Allocation		
			(a) Beginning of tax year	(b) End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
	General category			
	Other (attach statement)			
	nedule M-1 Reconciliation of Incor	ne (Loss) per Books With Ir	come (Loss) per Return. (Not required if Item G9, page
	1, is answered "Yes.")	((,	1
	, ,	6 Inco	me recorded on books this	
1	Net income (loss) per books		not included on Schedule K,	
2	Income included on Schedule K.		s 1 through 11 (itemize):	
2	1			
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a rax-	-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7 Dedu	uctions included on Schedule	
3	Guaranteed payments (other	K, lir	nes 1 through 13d, and 16I not	
	than health insurance)	char	ged against book income this	
4	Expenses recorded on books	year	(itemize):	
	this year not included on	a Dep	reciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
а	Depreciation \$			
	Travel and entertainment \$	8 Add	lines 6 and 7	
~			me (loss). Subtract line 8	
5	Add lines 1 through 4		line 5	
	hedule M-2 Analysis of Partners' Ca	unital Accounts (Not require	d if Item G0 nage 1 is ans	wered "Ves ")
				·
1	Balance at beginning of year	6 Dist	ributions: a Cash	
2	Capital contributed:		b Property	
	a Cash	7 Othe	er decreases (itemize):	
	b Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
		8 Add	lines 6 and 7	
			ance at end of year. Subtract	
5	Add lines 1 through 4		8 from line 5	

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
	Sales of property rights (patents, trademarks, etc.)				
	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
	Purchases of tangible proper ty other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21					

SCHEDULE O (Form 8865)

CARLYLE PARTNERS V SA1 CAYMAN, L.P.

Transfers Reportable Under Section 6038B

Transfer of Property to a Foreign Partnership

(under section 6038B)

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service

Part I

Intangible property

Other property ► Attach to Form 8865. See Instructions for Form 8865.

Filer's identifying number Name of transferor CASEY FAMILY PROGRAMS 91-0793881 Name of foreign partnership

(b) Number of (c) Fair market (e) Section 704(c) (g) (a) Date of (d) (f) Percentage interest Type of Cost or other Gain recognized on transfer allocation property items value on date in partnership after transfer basis transferred of transfer method transfer Cash 08/19/2010 769,371. .345 Marketable securities Inventory Tangible property used in trade or business

Supplemental Information Required To Be Reported (see instructions):

Part II **Dispositions Reportable Under Section 6038B** (b) Date of (f) Depreciation (e) Gain (h) (c) (d) (g) Depreciation Type of Date of recapture recognized Gain allocated Manner of original recognized by recapture allocated property disposition disposition to partner partnership transfer to partner by partnership

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?

X No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2010

91-0793881

ATTACHMENT 1

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE					
				TOTAL ORDINARY	FOR
NAME	ADDRESS		ID NUMBER	INCOME OR LOSS	PSHP
BTC FUNDO DE INVESTIMENTO EM PARTICIPACOES	1001 PENNSYLVANIA AVE NW WASHINGTON	DC 20004	98-0648214	-97,587.	X
BHCS- FUNDO DE INVESTIMENTO EM PARTICIPACOES	1001 PENNSYLVANIA AVE NW WASHINGTON	DC 20004	98-0679326	-37,984.	X

ATTACHMENT 1 2679BD D15X V 10-8.2 010

Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. See separate instructions.

OMB No. 1545-1668

Department of the Treasury

Information furnished for the foreign partnership's tax year unning 01/01/2010 and ending 12/31/2010

Attachment

internal Reven	iue Service	peg	Jilling OI/	01/2010 , and	ending 12,	/ 31/2010			Sequence	No. 118
Name of perso	on filing this r	eturn			File	er's identifyi	ng number			
CASEY F.	AMILY 1	PROGRAMS					L-079388			
Filer's address	if you are r	not filing this form with	your tax return)	A Category	of filer (see Cate	egories of File		ctions and che	ck applicable bo	ox(es)):
				1	2	3		4		
				B Filer's tax	year beginning	01/01	L/2010	, and endin	$g = \frac{12/3}{}$	1/2010
		lities: Nonrecourse			nrecourse fina			Other \$		
	a member	of a consolidated gr	oup but not the	parent, enter the f			the parent:			
Name					EIN					
Address										
E Informati	ion about c	ertain other partners	s (see instruction	nns)						
Limonnac	ion about o	crtain outer partition		5113)				(4)	heck applicable	e box(es)
	(1) Name			(2) Address		(3) Identifyi	ng number	Category 1	Category 2	Constructive
								Outegory 1	Odlegory 2	2 owner
F1 Name ar	nd address	of foreign partnersh	ip CARLYL	E PARTNERS	V (SCOT)	, L.P.		2 EIN (if ar	ıy)	
1001 PENNSYLVANIA AVE NW, SUITE 220			20 SOUTH				98-06	75966		
WASHINGTON, DC 20004							3 Country (under whose	laws organized	
								UK		
4 Date of organiza	ition	5 Principal place of business		cipal business rity code number	7 Principa activity	al business	8a Functi	onal currency		ange rate instr.)
-				•	FINANC	E AND	Ü	JSD	(,
09/13	,	UK		523900	INSUR	ANCE				
		g information for the			T					
1 Name, a United S		d identifying number	r of agent (if an	y) in the		f the foreign				
THE CARLYLE					Form 1042 Form 8804 X Form 1065 or 1065-B				065 or 1065-B	
1001 PENNSY		E NW					e Form 1065	5 or 1065-B is	filed:	
WASHINGTON,		of foreign partnersh	in's agent in co	ountry of	OGDI		of noroon(a)	with quotody o	of the beaks a	and
	ation, if any	or loreign partnersi	iip s agent iii c	outility of	4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books					
CARLYLE PAR					and records, if different THE CARLYLE GROUP					
50 LOTHIAN EDINBURGH E		TIVAL SQUARE			1001 PENNSYI	LVANIA AVE 1	1M			
UK	.ns 9wo				WASHINGTON,	DC 20004				
5 Were an	v special a	llocations made by	the foreign part	nershin?					Yes	X No
		of Forms 8858, Inform	0 .	•						
attached	d to this retu	urn (see instructions)							
7 How is t	his partners	ship classified under						NERSHIP		
8 Did the	partnership	own any separate u	units within the	meaning of Regula	ations section	1.1503-2(c)(3), (4), or			
,	d)-1(b)(4)?							🕨	Yes	X No
	•	nip meet both of the o's total receipts for t			000 and		,			
• The	value of the	e partnership's total	assets at the e	nd of the tax year		\$1 million.	}	🕨	Yes	X No
	" do not co	mplete Schedules L	., M-1, and M-2							
Sign Here Only If You		nalties of perjury, I de f, it is true, correct, a								
Are Filing This Form		n of which preparer h			. (0410. 1141. 94	one parare		,y copuy		
Separately and Not With							l.			
Your Tax	Signat	ure of general partner	or limited liability	company member			Date			
Return.	, ,	preparer's name		Preparer's signa	ture		Date	Chook	if	PTIN
Paid				i roparoi s signa			Date	Check self- employ	" — l	
Preparer	Firm's nam	<u> </u>					1			
Use Only	Firm's addr								EIN ►	
•	i iiiii s auui							Phone	110.	

Page 2

Forn	n 8865 (2010)								Page 2
	hedule A		nership of Partnership name, address, and U.S ructively own. See instru	Interest. Che taxpayer ide ctions.				ne filer. If the persor	you check i(s) whose
		a Owns a direct	interest	b	Owns a const	ructive int	erest	T 01 1 1 1	0, 1,4
	N	ame	Address		Identifying nur	Identifying number (if any) foreign person			Check if direct partner
Sc	hedule A-1	Certain Partners of	of Foreign Partnership(S	ee instruction	ons)				Observatorité
Name		ame	Address		Identifyin	g number	(if any)		Check if foreign person
Doe	es the partners	nip have any other fore	 ign person as a direct partne	er?	<u> </u>			Yes	No
_	hedule A-2	Affiliation Schedu	le. List all partnerships (directly owns a 10% inte	foreign or do					
Name			Address		1			otal ordinary come or loss	Check if foreign partnership
<i>F</i>	ATTACHMENT	1							
	hedule B		- Trade or Business Inc				'		
Cai	ution. Include o	only trade or business	income and expenses on line	es 1a through 2	22 below. See the	instructio	ns for r	more informa	ation.
	1 a Gross re	eceipts or sales		1a					
	b Less ret	urns and allowances		1b		1c			
ø.	2 Cost of	goods sold rofit. Subtract line 2 fro				3			-
come			m line 1c her partnerships, estates, an			4			
<u> </u>			chedule F (Form 1040))			5			
	6 Net gain	(loss) from Form 4797	7, Part II, line 17 (attach Forn			6			
	7 Other in	come (loss) (attach sta	tement)			7			
			lines 3 through 7			8			
			n to partners) (less employment			9			
ŝ	10 Guarant	eed payments to partn	ers			11			
tation						12			
r lin						13			
ons fo						14			
tructi	15 Interest			, ,		15			
(see instructions for limitations)			n Form 4562) ewhere on return			16c			
			nd gas depletion.)			17			
tion						18			
Deductions						19			
De	20 Other de	eductions (attach state	ment)			20			
	21 Total de	eductions. Add the amo	ounts shown in the far right colur	nn for lines 9 thro	ough 20	21			
	22 Ordinary	business income (loss)	from trade or business activities	s. Subtract line 21	I from line 8	22			

2004	OL 4 T O 14 LO 1 LI	A (11 1 1 0) V

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)	
1							
<u> </u>							
2	Enter short-term gain or (loss), if any, from S	chedule D-1 (Form	1065), line 2		2		
3	Short-term capital gain from installment sales	s from Form 6252, I	ine 26 or 37				
4	Short-term capital gain (loss) from like-kind exchanges from Form 8824						
5	Partnership's share of net short-term of capital gains (losses), from other partnership			•	short-term 5		
6	Net short-term capital gain or (loss). C Form 8865, Schedule K, line 8 or 11	ombine lines 1 th	· ·	` '			
Pa						<u> </u>	
	(a) Description of property (Example: 100 shares (b) Date acquired (c) Date sold (d) Sales price (e) Cost or othe		(e) Cost or other basis	(f) Gain or (loss)			
	of "Z" Co.)		(month, day, year)	(see instructions)	(see instructions)	Subtract (e) from (d)	
	of "Z" Co.)		(month, day, year)	(see instructions)	(see instructions)		
7	of "Z" Co.)		(month, day, year)	(See IIISHUCHOIIS)	(see instructions)		
7	(Example: Tou shares of "Z" Co.)		(month, day, year)	(see ilistructions)	(see instructions)		
7	(Example: Tou shares of "Z" Co.)		(month, day, year)	(see ilistructions)	(see instructions)		
7	of "Z" Co.)		(month, day, year)	(see ilistructions)	(see instructions)		
7	(Example: Tou shares of "Z" Co.)		(month, day, year)	(see ilistructions)	(see instructions)		
7	example: 100 shares of "Z" Co.) Enter long-term gain or (loss), if any, from Sc	(month, day, year)		(See IIISHUCIOIIS)	(see instructions)		
8	of "Z" Co.) Enter long-term gain or (loss), if any, from Sc	(month, day, year)	1065), line 8	(See IIISHUCIOIIS)	8		
8 9	of "Z" Co.) Enter long-term gain or (loss), if any, from So	hedule D-1 (Form	1065), line 8	(See IIISII UCIOIIS)			
8	of "Z" Co.) Enter long-term gain or (loss), if any, from Sc	hedule D-1 (Form	1065), line 8	(See IIISII UCIOIIS)	8		
8 9	of "Z" Co.) Enter long-term gain or (loss), if any, from So	(month, day, year) shedule D-1 (Form from Form 6252, li xchanges from Form tal gain (loss), inc	1065), line 8 ne 26 or 37 m 8824 cluding specially		8 9 10 erm capital		

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Net long-term capital gain or (loss). Combine lines 7 through 12 in column (f). Enter here and on Form 8865, Schedule K, line 9a or 11

FUIII 660					raye -
Sched	lule K			Total amount	
	1	Ordinary business income (loss) (page 2, line 22)	1		
	2	Net rental real estate income (loss) (attach Form 8825)	2		
	3 a	Other gross rental income (loss)			
	b	Expenses from other rental activities (attach statement) 3b			
	С	Other net rental income (loss). Subtract line 3b from line 3a	3с		
_	4	Guaranteed payments	4		
Income (Loss)	5	Interest income	5		
(Lo	6	Dividends: a Ordinary dividends	6a		
) е			va		
Ö	_	b Qualified dividends 6b	7		
<u>n</u>	7	Royalties			
	8	Net short-term capital gain (loss)	8		
	9 a	Net long-term capital gain (loss)	9a		
	b	Collectibles (28%) gain (loss)			
	С	Unrecaptured section 1250 gain (attach statement)			
	10	Net section 1231 gain (loss) (attach Form 4797)	10		
	11	Other income (loss) (see instructions) Type	11		
S	12	Section 179 deduction (attach Form 4562)	12		
o	13 a	Contributions	13a		
cti	b	Investment interest expense	13b		
Deductions	С		13c(2)		
	d	Other deductions (see instructions) Type	13d		
. 5.1		Net earnings (loss) from self-employment	14a		
ent					
Self- Employ- ment			14b		
		Gross nonfarm income			
		Low-income housing credit (section 42(j)(5))			
	b	• , ,	15b		
Credits	С	' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' '	15c		
S	d	Other rental real estate credits (see instructions) Type ▶	15d		
	е	Other rental credits (see instructions) Type ▶	15e		
	f	Other credits (see instructions) Type ▶	15f		
	16 a	Name of country or U.S. possession			
			16b		
တ္	С		16c		
Foreign Transactions		Foreign gross income sourced at partnership level			
act	d		16f		
ıns	-	Deductions allocated and apportioned at partner level			
Tra	q		16h		
gu	9	Deductions allocated and apportioned at partnership level to foreign source income			
rei	i		16k		
Ъ	:	Total foreign taxes (check one): Paid Accrued	16I		
	m				
	n	Other foreign tax information (attach statement)	16m		
			17a		
o XX o	17 a				
tiv T em	D	Adjusted gain or loss	17b		
rna iun) It	C	Depletion (other than oil and gas)	17c		
He MT	d	Oil, gas, and geothermal properties - gross income	17d		
Alternative Minimum Tax (AMT) Items	е	Oil, gas, and geothermal properties - deductions	17e		
	f	Other AMT items (attach statement)	17f		
	18 a	Tax-exempt interest income	18a		
ion	b	Other tax-exempt income	18b		
nati	С	Nondeductible expenses	18c		
υm	19 a	Distributions of cash and marketable securities	19a		
Infc	b	Distributions of other property	19b		
er	20 a	Investment income	20a		
Other Information	b	Investment expenses	20b		
_	С	Other items and amounts (attach statement)			

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Schedule L Balance Sheets p	er Books. (Not require	ed if Item G9, page 1, i	is answered "Yes.")	Page 5
<u> </u>	· · · · · · · · · · · · · · · · · · ·	g of tax year	· · · · · · · · · · · · · · · · · · ·	tax year
Assets	(a)	(b)	(c)	(d)
1 Cash				
2 a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7 Mortgage and real estate loans				
8 Other investments (attach statement)				
9 a Buildings and other depreciable assets				
b Less accumulated depreciation				
10 a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12 a Intangible assets (amortizable only)				
b Less accumulated amortization				
13 Other assets (attach statement)				
14 Total assets				
Liabilities and Capital				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)				
18 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts				
22 Total liabilities and capital				

Sch	edule M Balance Sheets for Interest	Allocation
		(a) (b) Beginning of End of tax year tax year
1	Total U.S. assets	
	Total foreign assets:	
а	Passive category	
b	General category	
	Other (attach statement)	
	edule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page
	1, is answered "Yes.")	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
	,	6 Income recorded on books this
1	Net income (loss) per books	year not included on Schedule K,
	Income included on Schedule K.	lines 1 through 11 (itemize):
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a Tax-exempt interest \$
	and 11 not recorded on books	
	this year (itemize):	7 Deductions included on Schedule
	Guaranteed payments (other	K, lines 1 through 13d, and 16l not
	than health insurance)	charged against book income this
	Expenses recorded on books	year (itemize):
	this year not included on	a Depreciation \$
	Schedule K, lines 1 through	
	13d, and 16l (itemize):	
	Depreciation \$	
b	Travel and entertainment \$	8 Add lines 6 and 7
		9 Income (loss). Subtract line 8
	Add lines 1 through 4	from line 5
Sch	edule M-2 Analysis of Partners' Capita	Accounts. (Not required if Item G9, page 1, is answered "Yes.")
1	Balance at beginning of year	6 Distributions: a Cash
2	Capital contributed:	b Property
	a Cash	7 Other decreases (itemize):
	b Property	
3	Net income (loss) per books	
	Other increases (itemize):	
	. ,	8 Add lines 6 and 7
		9 Balance at end of year. Subtract
5	Add lines 1 through 4	line 8 from line 5

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
	Sales of property rights (patents, trademarks, etc.)				
	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
	Purchases of tangible proper ty other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21					

SCHEDULE 0 (Form 8865) Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership

(under section 6038B)

OMB No. 1545-1668

Name of transferor

► Attach to Form 8865. See Instructions for Form 8865.

Filer's identifying number 91-0793881 CASEY FAMILY PROGRAMS Name of foreign partnership

CARLYLE PARTNERS V (SCOT), L.P.

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interes in partnership after transfer
Cash	10/05/2010		366,367.				.11
//arketable ecurities							
nventory							
angible roperty sed in trade r business							
ntangible roperty							
Other roperty							
			ported (see instru	ictions):			
Part II Di (a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2010

91-0793881

ATTACHMENT 1

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE				
			TOTAL ORDINARY	FOR
NAME	ADDRESS	ID NUMBER	INCOME OR LOSS	PSHP

CARLYLE HSP PARTNERS L.P. 1001 PENNSYLVANIA AVE NW 98-0675962 470,498. X
WASHINGTON DC 20004

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Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. See separate instructions.

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2010 , and ending 12/31/2010

Attachment

Internal Rever	nue Service	´ beginnir	ng 01/01,	/2010 , and	lending 12	/31/2010			Sequence No	o. 118
Name of person	on filing this r	eturn			Fil	er's identifyiı	ng number			
CASEY F	FAMILY I	PROGRAMS				91	-079388	31		
Filer's address	s (if you are n	not filing this form with your to	ax return)	A Category	of filer (see Cat	egories of File	rs in the instru	ctions and check	applicable box	(es)):
				1	2	3		4		
				B Filer's tax	year beginning	01/01	/2010	, and ending	12/31	/2010
		lities: Nonrecourse \$			onrecourse fina			Other \$		
	a member	of a consolidated group b	out not the par	ent, enter the f			he parent:			
Name Address					EIN					
Audress	5									
E Informat	tion about c	ertain other partners (see	e instructions)							
Lillonna	tion about o	criain outer partiers (see	, mondonono,					(4) Ch	eck applicable b	oox(es)
	(1) Name		(2) Address		(3) Identifyi	ng number	Category 1	Category 2	Constructive
								outogory 1	Outogory 2	Owner
F1 Name a	and address	of foreign partnership T	THE RESOI	LUTE FUND	II SIE	LP		2 EIN (if any	')	
767 FI	IFTH AVI	E, 48TH FLOOR						98-058	37497	
NEW YOR	RK, NY	10153						1	nder whose la	ws organized
			Ta D: : :		T = =		1 "	CJ	T	
4 Date of organiza		5 Principal place of business	6 Principal activity c	business ode number	7 Principa	al business		onal currency	8b Exchar (see in	
10/00	. / 0 0 0 7	0.7	500	2000	INVEST	MENTS	U	ISD	,	,
	0/2007	CJ		3900						
		ng information for the fore	<u> </u>	. ,	2 Chook	if the fereign	artnership n	augt file:		
United S		d identifying number of a	gent (ii any) in	i trie		if the foreign p		1	V = 400	05 4005 B
					L	orm 1042	Forr	n 8804	_X Form 106	65 or 1065-B
					Service OGD		e Form 1065	or 1065-B is t	filed:	
3 Name a	and address	of foreign partnership's a	agent in count	rv of	4 Name a	and address o	f nerson(s) v	vith custody of	the books and	
	ation, if any	·	· 9 - · · · · · · · · · · · · · · · · ·	.,	records	of the foreigr	ı partnership	, and the locat	ion of such bo	ooks
						E EQUITY SER				
					245 FIFTH A	VE, 16TH FLC	OR			
					NEW YORK, N	Y 10016				
5 Were ar	ny special a	Illocations made by the fo	reign partners	ship?				▶	Yes	X No
6 Enter th	ne number o	of Forms 8858, Informatio	n Return of U	.S. Persons Wi	ith Respect To	Foreign Disr	egarded Enti	ities,		
attached	d to this retu	urn (see instructions)						▶		
		ship classified under the					► PARTN	NERSHIP		
8 Did the	partnership	own any separate units	within the mea	aning of Regula	ations section	1.1503-2(c)(3), (4), or			
	(d)-1(b)(4)?							▶	Yes	X No
		nip meet both of the follon's total receipts for the ta			000 and)			[TT]
• The	value of the	e partnership's total asse	ts at the end o			\$1 million.	} · · ·	• • • • • •	Yes	X No
If "Yes, Sign Here	`	mplete Schedules L, M-1	·				, , , ,			
Only If You	and belief	nalties of perjury, I declare f, it is true, correct, and co	mplete. Declara							
Are Filing This Form	informatio	n of which preparer has any	y knowledge.						·	
Separately and Not With										
Your Tax Return.	Signat	ture of general partner or limi	ited liability com	pany member			Date			
recuill.		preparer's name	<u> </u>	Preparer's signa			Date	Check if	: Р	TIN
Paid	"			. 5			•	self- employe		
Preparer	Firm's nam	ne >						Firm's E		
Use Only								Phone		
								T Hone I		

Page **2**

	n 8865 (2010)	Constructive Ou	marahin of Dortmarahin	loto.	reat Cha	al the bayes th	ot onn	ا مداد	the filer If	Page 2
Sc	hedule A	box b, enter the interest you const	nership of Partnership name, address, and U.S tructively own. See instru- interest	tax ction	r est. One cpayer ide ns. b	3.7	er (if ar	ny) of	the person	i(s) whose
			Address						Check if	Check if direct
_		Name	Address			Identifying nun	inder (II ar	ту)	foreign person	partner
<i>P</i>	ATTACHME	ENT 1								
Sc	hedule A	-1 Certain Partners of	of Foreign Partnership(S	ee ı	nstructio	ns) ⊤				Check if
		Name	Address			Identifyin	g numbe	r (if any	')	foreign
										P
Doe	es the parti	nership have any other fore	ign person as a direct partne	er?					Yes	No
Sc	hedule A		ıle. List all partnerships (fore	ign or do				n partnersh	ip owns a
		direct interest or in	ndirectly owns a 10% inte	rest	<u>. </u>	T				Charle if
		Name	Address			EIN (if any)		Total ordinary ncome or loss	Check if foreign partnership
										pararoromp
Sc	hedule B	Income Statemen	t - Trade or Business Inc	omo	 e					
			income and expenses on line			2 below. See the	instructio	ons for	more informa	ation.
				1a 1b			1c			
	I .						2			
ne	3 Gro	ss profit. Subtract line 2 fro	om line 1c				3			
оше			her partnerships, estates, an				4			
=	5 Net 6 Net	farm profit (loss) (attach So	chedule F (Form 1040)) 7, Part II, line 17 (attach Forn				6			
	7 Oth	er income (loss) (attach sta	atement)	17/3	",		7			
			lines 3 through 7				8			
			n to partners) (less employme				9			
ns)			ers				11			
nitatio							12			
for lin	13 Rer	nt					13			
(see instructions for limitations)							14 15			
instru	1		h Form 4562)							
ees)			ewhere on return				16c			
Suc		•	and gas depletion.)				17			
Ę	1	•					18 19			
Deductions			ment)				20			
_	011	2. 202201010 (attaon state								
	21 Tota	al deductions. Add the amo	ounts shown in the far right colur	nn foi	lines 9 thro	ough 20	21			
	22 Ord	inary business income (loss)	from trade or business activities	. Sub	tract line 21	from line 8	22			

Sc	Schedule D Capital Gains and Losses(Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)									
Pa	Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less									
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other bas (see instructions)	is (f) Gain or (loss) Subtract (e) from (d)				
1										
2	Enter short-term gain or (loss), if any, from Sch	edule D-1 (Form	1065), line 2		2					
3	Short-term capital gain from installment sales for	rom Form 6252, I	ine 26 or 37		3					
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824		4					
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships,									
6	Net short-term capital gain or (loss). Cor Form 8865, Schedule K, line 8 or 11									
Pa	rt II Long-Term Capital Gains and Loss									
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other bas (see instructions)	is (f) Gain or (loss) Subtract (e) from (d)				
7										
8	Enter long-term gain or (loss), if any, from Sche	edule D-1 (Form	1065), line 8		8					
9	Long-term capital gain from installment sales fr	om Form 6252, li	ne 26 or 37		9					
10	Long-term capital gain (loss) from like-kind exc	hanges from Fori	n 8824		10)				
11	Partnership's share of net long-term capita gains (losses), from other partnerships, estate			/ allocated long-to						
12	Capital gain distributions					!				
					1	1				

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Net long-term capital gain or (loss). Combine lines 7 through 12 in column (f). Enter here and on

Form 8865, Schedule K, line 9a or 11

Sched	lule K	Partners' Distributive Share Items		Total amount	
GCIICC	1	Ordinary business income (loss) (page 2, line 22)	1	rotal allicant	
	2	Net rental real estate income (loss) (attach Form 8825)	2		
	2 3 a	Other gross rental income (loss)			
		Expenses from other rental activities (attach statement) 3b			
	b c		3c		
	4		4		
Income (Loss)	5	Guaranteed payments	5		
اد	6	Interest income Dividends: a Ordinary dividends	6a		
<u>е</u>	0	b Qualified dividends	0a		
Ö	7	b Qualified dividends 6b	7		
<u>=</u>	8	Royalties Net short-term capital gain (loss)	8		
			9a		
	э a b	Net long-term capital gain (loss) Collectibles (28%) gain (loss)	Ja		
	10	Not a stign 4004 main (loss) (attack Farms 4707)	10		
	11	Other income (loss) (see instructions) Type	11		
	12	Section 179 deduction (attach Form 4562)	12		
Su		Contributions	12 13a		
Deductions			13a 13b		
ñ	0	Investment interest expense Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶			
De	4	Other deductions (see instructions) Type	13c(2) 13d		
		* * *			
Self- Employ- ment	14 a	Gross farming or fishing income	14a		
	D		14b 14c		
			15a		
			15a 15b		
its	C	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c		
Credits	d	Other rental real estate credits (see instructions) Type	15d		
ပ	e	Other rental credits (see instructions) Type	15e		
	f	Other credits (see instructions) Type	15f		
	16 a	Name of country or U.S. possession	10.		
	b	· · · · · · · · · · · · · · · · · · ·	16b		
ဟ			16c		
ansactions		Foreign gross income sourced at partnership level			
act	d	Passive category ▶ e General category ▶ f Other (attach statement) ▶	16f		
Sur		Deductions allocated and apportioned at partner level			
	g	, ,	16h		
igu		Deductions allocated and apportioned at partnership level to foreign source income			
Foreign Tr	i		16k		
Ľ.	I	Total foreign taxes (check one): ▶ Paid Accrued	161		
	m		16m		
	n	Other foreign tax information (attach statement)			
×	17 a	Post-1986 depreciation adjustment	17a		
Ta Ta	b	Adjusted gain or loss	17b		
um Ite	С	Depletion (other than oil and gas)	17c		
Alternative Minimum Tax (AMT) Items	d	Oil, gas, and geothermal properties - gross income	17d		
⋖┋₹	е	Oil, gas, and geothermal properties - deductions	17e		
	f	Other AMT items (attach statement)	17f		
_	18 a	Tax-exempt interest income	18a		
tior	b	Other tax-exempt income	18b		
na.	C 40 a	Nondeductible expenses Distributions of each and marketable securities	18c		
Įo	19 a b	Distributions of cash and marketable securities Distributions of other property	19a		
Other Information	о 20 а		19b 20a		
			20a		
0		Other items and amounts (attach statement)	200		

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Schedule L Balance Sheets po	er Books. (Not require	d if Item G9, page 1,	is answered "Yes.")	Page 3
	Beginning	of tax year	End of	tax year
Assets	(a)	(b)	(c)	(d)
1 Cash				
2 a Trade notes and accounts receivable .				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7 Mortgage and real estate loans				
8 Other investments (attach statement)				
9 a Buildings and other depreciable assets				
b Less accumulated depreciation				
10 a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12 a Intangible assets (amortizable only)				
b Less accumulated amortization				
13 Other assets (attach statement)				
14 Total assets				
Liabilities and Capital				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)				
18 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts				
22 Total liabilities and capital				

Schedule M Balance Sheets for Interest Allocation	n
	(a) (b) Beginning of End of tax year tax year
1 Total U.S. assets	
2 Total foreign assets:	
a Passive category	
b General category	
c Other (attach statement)	
Schedule M-1 Reconciliation of Income (Loss) per 1, is answered "Yes.")	Books With Income (Loss) per Return. (Not required if Item G9, page
,,,	6 Income recorded on books this
1 Net income (loss) per books	year not included on Schedule K,
2 Income included on Schedule K.	lines 1 through 11 (itemize):
lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a Tax-exempt interest \$
and 11 not recorded on books	
this year (itemize):	7 Deductions included on Schedule
3 Guaranteed payments (other	K, lines 1 through 13d, and 16l not
than health insurance)	charged against book income this
4 Expenses recorded on books	year (itemize):
this year not included on	a Depreciation \$
Schedule K, lines 1 through	
13d, and 16l (itemize):	
a Depreciation \$	
b Travel and entertainment \$	8 Add lines 6 and 7
	9 Income (loss). Subtract line 8
5 Add lines 1 through 4	from line 5
	ts.(Not required if Item G9, page 1, is answered "Yes.")
1 Balance at beginning of year	6 Distributions: a Cash
2 Capital contributed:	b Property
a Cash	7 Other decreases (itemize):
b Property	
3 Net income (loss) per books	
4 Other increases (itemize):	
	8 Add lines 6 and 7
	9 Balance at end of year. Subtract
5 Add lines 1 through 4	line 8 from line 5

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
	Sales of property rights (patents, trademarks, etc.)				
	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
	Purchases of tangible proper ty other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21					

SCHEDULE O (Form 8865) Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

Name of transferor

Attach to Form 6003. See instructions for Form 6003.

Filer's identifying number 91-0793881

Name of foreign partnership

CASEY FAMILY PROGRAM

THE RESOLUTE FUND II SIE LP

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		152,240.				.429
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							
Supplemental In	formation Requi	ired To Be Re	ported (see instru	ctions):			
Part II Disp	positions Report	table Under S	Section 6038B				
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2010

CASEY FAMILY PROGRAMS
THE RESOLUTE FUND II SIE LP

91-0793881

CHECK IF:

ATTACHMENT 1

FORM 8865, PAGE 2 DETAIL

SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST

NAME ADDRESS ID NUMBER FOR PERS DIR PTNR

WCT HOLDINGS (CAYMAN)

2679BD D15X V 10-8.2 010 ATTACHMENT 1

Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. See separate instructions.

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2010 , and ending 12/31/2010

Attachment

- Intornal revort	140 0011100		illing of of	ZOIO, una	oriding ±27	01/2010			Sequence	NO. 110
Name of perso	on filing this r	eturn			File	er's identifyir	•			
CASEY F.	AMILY 1	PROGRAMS					-079388			
Filer's address	if you are r	not filing this form with y	our tax return)	1 ,	- ` -	<u> </u>		ctions and check	c applicable b	ox(es)):
				1	2	3		4	10/0	1 /0010
				B Filer's tax	year beginning	01/01	/2010	, and ending	12/3	1/2010
C Filor's of	oro of lighi	lities: Nonrecourse \$	<u> </u>	Ouglified no	nrocourse fine	noing ¢		Othor ¢		
		of a consolidated gro			nrecourse fina		he parent:	Other \$		
Name	a member	or a consolidated giv	oup but not the par	crit, criter the it	EIN	nation about t	ne parent.			
Address										
E Informat	ion about c	ertain other partners	(see instructions)							
	(4) Name		,	O) Add		(O) - +if .i-		(4) Ch	eck applicabl	e box(es)
	(1) Name		(2) Address		(3) Identifyir	ng number	Category 1	Category	2 Constructive owner
			. 73/701/ 707	7 777777			T T D	0 EIN //f	\	
		of foreign partnersh	•					2 EIN (if any 98-062	,	
		IURY YARD CR GRAND CAYMAN		HOTCHIND	ντντν υ'	LO DOA Z	0010			laws organized
CJ	TOWN,	JIVAND CATHAN						CJ	idei wiiose	iaws organized
4 Date of		5 Principal place	6 Principal		7 Principa	al business	8a Functi	onal currency	8b Exch	nange rate
organiza	ition	of business	activity c	ode number	activity INVESTI	MENTS	U	SD	(see	instr.)
07/29	/2008	CJ	523	3900	111111111111111111111111111111111111111	ILIUIVIO				
G Provide	the followin	g information for the	foreign partnershi	p's tax year:	•					
		d identifying number	of agent (if any) in	the	2 Check i	f the foreign p	oartnership n	nust file:		
United S	states				Fo	orm 1042	Forr	n 8804	X Form 1	065 or 1065-B
							e Form 1065	or 1065-B is	filed:	
3 Name ar	nd address	of foreign partnersh	in's agent in count	rv of	OGDI		f nerson(s) v	vith custody of	the hooks	and
organiza	ation, if any		ip o agoni in ocana	, , 0,	records		ı ṗartnerṡhip	, and the locat		
		APITAL FUND II LP 4TH FLOOR, HUTCHIN	IC DDITE		CITI FUND SE	ERVIĆES (ASIA), LIMITED			
GEORGE TOWN			IS DRIVE		10/F TWO HARBOUR FRONT, 22 TAK FUND STREET HUNGHOM, HONG KONG					
CJ	,				HK	NG KONG				
5 Were an	ny special a	llocations made by t	he foreign partners	ship?				▶	X Yes	No
6 Enter the	e number o	f Forms 8858, Inforr	mation Return of U	.S. Persons Wit	th Respect To	Foreign Disre	egarded Ent	ities,		
		urn (see instructions								
	•	ship classified under		•	J		P	PTED COME	PANY 	
•		own any separate u		0		1.1503-2(c)(3), (4), or			V
	d)-1(b)(4)? is partnersh	nip meet both of the	e following requiren	nents?				▶	Yes	X No
		s total receipts for t			000 and)			X
		e partnership's total : implete Schedules L		of the tax year v	vas less than S	\$1 million.	}		└── Yes	s 🔼 No
Sign Here		nalties of perjury, I de		camined this retu	urn. including a	ccompanying	schedules and	d statements. a	nd to the be	st of mv knowledge
Only If You Are Filing	and belief	f, it is true, correct, and nof which preparer ha	nd complete. Declara							
This Form Separately	miormatio	ii oi willon preparei ne	as arry knowledge.							
and Not With							\			
Your Tax Return.	, -	ure of general partner	or limited liability com	· •			Date			
Daid	Print/Type	preparer's name		Preparer's signat	ture		Date	Check it self-	f	PTIN
Paid Preparer								employe	ed 🕨	
Use Only	Firm's nam							Firm's E	EIN ►	
July Only	Firm's addr	ress 🕨						Phone	no.	

Form	8865 (20	10)					Page 2
	hedule	Constructive Own box b, enter the interest you const	nership of Partnership Interest. Chaname, address, and U.S. taxpayer id ructively own. See instructions.	eck the boxes the lentifying number	at apply er (if any)	to the filer. If you	you check i(s) whose
		a Owns a direct i	nterest	b Owns a const	ructive intere		
		Name	Address	Identifying nur	nber (if any)	Check if foreign person	Check if direct partner
Sc	hedule	A-1 Certain Partners of	 	ons)			
		Name	Address	Identifyin	g number (if	any)	Check if foreign person
							No
Sc	hedule		le. List all partnerships (foreign or dedirectly owns a 10% interest.	omestic) in whic	h the fore	eign partnersh	
	mm » Cu	Name MENT 1	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
	IIIACII	PIENT I					
	hedule		t - Trade or Business Income	00 h - l			-4:
Cat	ition. in	clude only trade or business	income and expenses on lines 1a through 2	22 below. See the	Instructions	s for more informa	auon.
	1a G	Gross receipts or sales	1a				
	b L	ess returns and allowances	1b		1c		
					2		
come	3 G	Gross profit. Subtract line 2 fro	m line 1c		3		
			her partnerships, estates, and trusts (attach		4		
드	5 N	let farm profit (loss) (attach Sc	chedule F (Form 1040))		6		
		other income (loss) (attach sta			7		
	8 T	otal income (loss). Combine	lines 3 through 7		8		
			n to partners) (less employment credits)		9		
	10 G	Guaranteed payments to partn	ers		10		
ons)	11 R	Repairs and maintenance			11		
mitati					12		
for lii					13		
tions	14 T	axes and licenses			14		
(see instructions for limitations)			n Form 4562)		15		
see ir			ewhere on return 16b		16c		
			nd gas depletion.)		17		
Deductions					18		
que					19		
De			ment)		20		
	21 T	otal deductions. Add the amo	ounts shown in the far right column for lines 9 thr	rough 20	21		
	22 0	Ordinary husingss income (less)	from trade or husiness activities. Subtract line 2	1 from line 8	22		

Capital Gains and Losses(Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7) Schedule D

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basi (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1						
•						
2	Enter short-term gain or (loss), if any, from Sch	edule D-1 (Form	1065), line 2		2	
3	Short-term capital gain from installment sales f	rom Form 6252, I	ine 26 or 37		3	
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824		4	
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					
6	Net short-term capital gain or (loss). Cor Form 8865, Schedule K, line 8 or 11					
Pai	t II Long-Term Capital Gains and Loss					
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basi (see instructions)	s (f) Gain or (loss) Subtract (e) from (d)
7						
8	Enter long-term gain or (loss), if any, from Scho	edule D-1 (Form	1065), line 8		8	
9	Long-term capital gain from installment sales fr	om Form 6252, li	ne 26 or 37		9	
0	Long-term capital gain (loss) from like-kind exc	hanges from Fori	m 8824		10	
11	Partnership's share of net long-term capita gains (losses), from other partnerships, estate					
12	Capital gain distributions				12	
13	Net long-term capital gain or (loss). Com Form 8865, Schedule K, line 9a or 11	bine lines 7 thr	ough 12 in col	umn (f). Enter h		

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Sched	lule K	Partners' Distributive Share Items		Total amount	
GCIICC	1	Ordinary business income (loss) (page 2, line 22)	1	rotar amount	
	2	Net rental real estate income (loss) (attach Form 8825)	2		
	2 3 a	Other gross rental income (loss)	_		
		Expenses from other rental activities (attach statement) 3b			
	b c		3c		
	4		4		
(ss	5	Guaranteed payments	5		
اد	6	Interest income Dividends: a Ordinary dividends	6a		
Income (Loss)	0	b Qualified dividends	0a		
Ö	7	b Qualified dividends 6b	7		
<u>=</u>	8	Royalties Net short-term capital gain (loss)	8		
			9a		
	э a b	Net long-term capital gain (loss) Collectibles (28%) gain (loss)	Ja		
	10	Not a stign 4004 main (loss) (attack Farms 4707)	10		
	11	Other income (loss) (see instructions) Type	11		
	12	Section 179 deduction (attach Form 4562)	12		
Su		Contributions	12 13a		
Deductions			13a 13b		
ñ	0	Investment interest expense Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶			
De	4	Other deductions (see instructions) Type	13c(2) 13d		
		* * *			
and and a	14 a		14a		
Self- Employ- ment	C D		14b 14c		
Credits F			15a		
			15b		
	C	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c		
	d	Other rental real estate credits (see instructions) Type	15d		
0	e	Other rental credits (see instructions) Type	15e		
	f	Other credits (see instructions) Type	15f		
	16 a	Name of country or U.S. possession			
	b	· · · · · · · · · · · · · · · · · · ·	16b		
တ္	C		16c		
ansactions		Foreign gross income sourced at partnership level			
act	d	Passive category ▶ e General category ▶ f Other (attach statement) ▶	16f		
ans		Deductions allocated and apportioned at partner level			
	g	Interest expense ▶ h Other	16h		
ign		Deductions allocated and apportioned at partnership level to foreign source income			
Foreign Tr	i		16k		
ш	I	Total foreign taxes (check one): ▶ Paid Accrued	161		
			16m		
	n	Other foreign tax information (attach statement)			
_ ×	17 a	Post-1986 depreciation adjustment	17a		
i Ta	b	Adjusted gain or loss	17b		
um Ite	С	Depletion (other than oil and gas)	17c		
Alternative Minimum Tax (AMT) Items	d	Oil, gas, and geothermal properties - gross income	17d		
⋖┋⋖	е	Oil, gas, and geothermal properties - deductions	17e		
	f	Other AMT items (attach statement)	17f		
_	18 a	Tax-exempt interest income	18a		
tior	b	Other tax-exempt income	18b		
na.	C 40 a	Nondeductible expenses Distributions of each and marketable securities	18c		
fo	19 a b	Distributions of cash and marketable securities Distributions of other property	19a		
든	о 20 а		19b 20a		
Other Information			20a 20b		
0		Other items and amounts (attach statement)	200		

JSA 0X1913 2.000

Form 8865 (2010) Page 5 Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.") Schedule L Beginning of tax year End of tax year **Assets** (a) (b) (d) Cash 2 a Trade notes and accounts receivable **b** Less allowance for bad debts Inventories 3 4 U.S. government obligations Tax-exempt securities 5 6 Other current assets (attach statement) Mortgage and real estate loans 7 8 Other investments (attach statement) **9 a** Buildings and other depreciable assets **b** Less accumulated depreciation 10 a Depletable assets **b** Less accumulated depletion Land (net of any amortization) 11 **12 a** Intangible assets (amortizable only) **b** Less accumulated amortization Other assets (attach statement) 13 14 Total assets **Liabilities and Capital** 15 Accounts payable 16 Mortgages, notes, bonds payable in less than 1 year 17 Other current liabilities (attach statement) 18 All nonrecourse loans 19 Mortgages, notes, bonds payable in 1 year or more 20 Other liabilities (attach statement) 21 Partners' capital accounts

Form **8865** (2010)

22

Total liabilities and capital

Sch	edule M Balance Sheets for Interest	Allocation
		(a) (b) Beginning of End of tax year tax year
1	Total U.S. assets	
	Total foreign assets:	
а	Passive category	
b	General category	
	Other (attach statement)	
	edule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page
	1, is answered "Yes.")	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
	·	6 Income recorded on books this
1	Net income (loss) per books	year not included on Schedule K,
	Income included on Schedule K.	lines 1 through 11 (itemize):
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a Tax-exempt interest \$
	and 11 not recorded on books	
	this year (itemize):	7 Deductions included on Schedule
	Guaranteed payments (other	K, lines 1 through 13d, and 16l not
	than health insurance)	charged against book income this
	Expenses recorded on books	
	•	year (itemize):
	this year not included on	a Depreciation \$
	Schedule K, lines 1 through	
	13d, and 16l (itemize):	
	Depreciation \$	
b	Travel and entertainment \$	8 Add lines 6 and 7
		9 Income (loss). Subtract line 8
	Add lines 1 through 4	from line 5
Sch	edule M-2 Analysis of Partners' Capita	Accounts. (Not required if Item G9, page 1, is answered "Yes.")
1	Balance at beginning of year	6 Distributions: a Cash
2	Capital contributed:	b Property
	a Cash	7 Other decreases (itemize):
	b Property	
3	Net income (loss) per books	
	Other increases (itemize):	
	. ,	8 Add lines 6 and 7
		9 Balance at end of year. Subtract
5	Add lines 1 through 4	line 8 from line 5

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

_					
	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
40	Purchases of inventory				
	Purchases of tangible proper ty				
	other than inventory				
	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
	Rents, royalties, and license fees paid				
	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

SCHEDULE O (Form 8865) Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

Name of transferor

Filer's identifying number

CASEY FAMILY PROGRAMS

91-0793881

Name of foreign partnership

AXIOM ASIA PRIVATE CAPITAL FUND II LP

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		579,992.		moulou		1.033
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							
Supplemental In	formation Requi	red To Be Re	ported (see instru	actions):			
Part II Dis	positions Report	table Under S	ection 6038B				
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2010

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE			TOTAL ORDINARY	FOR
NAME	ADDRESS	ID NUMBER	INCOME OR LOSS	PSHP
CID GREATER CHINA CAPITAL FUND III, L.P.	WALKER HOUSE, 87 MARY STREET GEORGE TOWN GRAND CAYMAN KY1-9001 CJ	FOREIGNUS		Х
SONORA FUND LP	C/O ICG MANAGEMENT LIMITED P.O. BOX 715 LANDMARK SQ., 1ST FL GRAND CAYMAN KY1-1109 CJ	98-0649668		Х
A2MGP LTD	CODAN TRUST COMPANY LTD CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111 CJ	98-0635173		X
CDH SHINE III LIMITED	PO BOX 173 KINGSTON CHAMBERS ROAD TOWN TORTOLA VI	98-0638337		X
IPV CAPITAL II, LP	CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111 CJ	FOREIGNUS		Х

FORM 8865, PAGE 2 DETAIL

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
CARLYLE JAPAN INTERNATIONAL PARTNERS II LP	C/0 THE CARLYLE GROUP 2001 PENN. AVE., NW SUITE 220 SOUTH WASHINGTON DC 2000	98-0504200		X
IPV CAPITAL LP	CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111 CJ	FOREIGNUS		Х
CDH CHINA GROWTH CAPITAL FUND II, LP	C/O M&C CORPORATION SERVICES LTD UGLAND HOUSE P.O. BOX 309 SOUTH CHURCH STREET GEORGE TOWN CJ	FOREIGNUS		X
KKR CHINA GROWTH FUND L.P.	C/O KOLBERG KRAVIS ROBERTS & CO. 9 WEST 57TH STREET NEW YORK NY 1001	98-0692198 9		X
INDIA VALUE FUND IV, L.P.	ROCKLINES HOUSE (GROUND FLOOR) 9/2 MUSEUM ROAD BANGALORE-560 001 IN	FOREIGNUS		X

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FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY	FOR PSHP
NEW HORIZON CAPITAL III LP	C/O WALKERS SPV LIMITED WALKER HOUSE, 87 MARY STREET GEORGE TOWN GRAND CAYMAN KY1-9002 CJ	98-0649847		X
GSR VENTURES III, L.P.	SCOTIA CENTRE P.O. BOX 268 GRAND CAYMAN KY1-1104 CJ	42-1767000		X
MCPIII, LLP	3-2 MARUNOUCHI 2-CHOME CHIYODA-KU TOKYO JA	FOREIGNUS		X
CDH SHINE IV LIMITED	C/O MAPLES FINANCE BVI LIMITED PO BOX 173 KINGSTON CHAMBERS ROAD TOWN TORTOLA VI	98-0646750		X
CAPITAL TODAY CHINA GROWTH FUND II, L.P.	C/O CODAN SERVICES CRICKET SQ HUTCHINS DR PO BOX 2681 GEORGE TOWN GRAND CAYMAN KY1-1111 CJ	98-0667660		X

Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. See separate instructions.

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2010 , and ending 12/31/2010

Attachment

	1140 001 1100	1 508	$g_{\text{initing}} \circ \pm i \circ \pm i$, zoro , una	onding ±2	, 51, 2010			Sequence	NO. 110
Name of pers	on filing this r	eturn			File	er's identifyir	ng number			
CASEY F	FAMILY 1	PROGRAMS					079388			
Filer's addres	s (if you are r	not filing this form with	your tax return)	A Category	_ ` _	<u> </u>		ctions and check	applicable bo	x(es)):
				1	2	X 3		4		
				B Filer's tax	year beginning	01/01	/2010	, and ending	12/3	1/2010
		lities: Nonrecourse		Qualified no				Other \$		
	a member	of a consolidated gr	oup but not the par	ent, enter the f			he parent:			
Name					EIN					
Address	5									
E Informa	tion about c	ertain other partners	s (see instructions)							
<u>L</u> IIIIOIIIIa	tion about o	crtain outer partition						(4) Ch	eck applicable	box(es)
	(1) Name		(2) Address		(3) Identifyir	ng number	Category 1	Category 2	Constructive
								- Cutogory 1	Catogory 2	owner
F1 Name a	and address	of foreign partnersh	nip INVESCO A	ASIA REAL	ESTATE	FUND I,	LP	2 EIN (if any	')	
P.O. BC	X 3110	6, 89 NEXUS	WAY CAMANA	BAY				98-061	L2576	
, GRAND	CAYMAI	N, KY1-1205						3 Country ur	nder whose I	aws organized
CJ								CJ		
4 Date of organiza		5 Principal place of business	6 Principal activity of	l business code number	7 Principal activity	al business		onal currency	8b Excha	
· ·					REAL É	STATE	U	ISD		,
	5/2008	CJ		1390	INVEST	MENT				
		g information for the	<u> </u>	· · · · · · · · · · · · · · · · · · ·	0 051:	£41 £:				
1 Name, a		d identifying numbe	r or agent (ir any) ir	i the		f the foreign p		1	− , ,,	
0					F	orm 1042	For	n 8804	Form 10	065 or 1065-B
					Service	Center wher	e Form 106	or 1065-B is f	iled:	
3 Name a	and address	of foreign partnersh	nin's agent in count	rv of	4 Name a	and address o	f nerson(s) v	vith custody of	the hooks a	nd
organiza	ation, if any	.	p c age cca	.,	records		ı partnership	, and the locat		
CITCO TRUS					CITCO TRUST					
, GRAND CA		EXUS WAY CAMANA B 1205	Aĭ		P.O. BOX 311			NA BAY		
CJ	,	1200			CJ CATE	MAN, KY1-120	3			
5 Were a	ny special a	llocations made by	the foreign partners	ship?				▶	Yes	X No
		of Forms 8858, Infor	• .	•	th Respect To	Foreign Disre	egarded Ent	ities,		
attache	d to this retu	urn (see instructions	s)					▶		
7 How is	this partners	ship classified under						TED LIMIT	ED PART	NERSHIP
8 Did the	partnership	own any separate t	units within the mea	aning of Regula	ations section	1.1503-2(c)(3), (4), or			
,	(d)-1(b)(4)?							▶	Yes	X No
		nip meet both of the o's total receipts for t			000 and)			
The	value of the	e partnership's total	assets at the end of			\$1 million.	}	• • • • • •	Yes	X No
If "Yes Sign Here	<u> </u>	mplete Schedules L	, ,							
Only If You		nalties of perjury, I de f, it is true, correct, a								
Are Filing This Form		n of which preparer h			· ·	•		. , ,	•	
Separately and Not With						I				
Your Tax	Signat	ure of general partner	or limited liability com	pany member			Date			
Return.	ļ -	preparer's name	,	Preparer's signa	ture		Date	Check if		PTIN
Paid		•		1				self- employe		
Preparer	Firm's nam	e >						Firm's E		
Use Only	Firm's addr							Phone r		
_								FIIOITET	ю.	

Page 2

Forn	n 8865 (2010)								Page 2
Sc	hedule A		nership of Partnership name, address, and U.S ructively own. See instru					ne filer. If the person	you check i(s) whose
		a Owns a direct i	interest I	b	Owns a const	ructive in	terest	Check if	Check if
	Na	ame	Address		Identifying nur	nber (if ar	ıy)	foreign	direct
	ATTACHMENT	1						person	partitei
	_								
Sc	hedule A-1	Certain Partners of	of Foreign Partnership(S	ee instruction	ns)				
	Na	ame	Address		Identifyin	g numbei	(if any)		Check if foreign
	ATTACHMENT	2							person
	ATTACHMENT								
Doe	es the partnersh	nip have any other fore	ign person as a direct partne	er?				Yes	No
Sc	hedule A-2		le. List all partnerships (foreign or do				partnersh	ip owns a
	_	direct interest or in	directly owns a 10% inte	erest.	-				
	Na	ame	Address		EIN (if any			otal ordinary	Check if foreign
	THE CLIMENT	2			(II ally	,	1110	come or loss	partnership
	ATTACHMENT	3							
Sc	hedule B	Income Statement	- Trade or Business Inc	come					
Cau	ution. Include o	only trade or business i	income and expenses on line	es 1a through 2	22 below. See the	nstructio	ns for I	more informa	ation.
				1a					
				1b		1c 2			
ø.	2 Cost of g	goods sold rofit. Subtract line 2 fro				3			
come			ner partnerships, estates, an	d trusts (attach	statement) *	4			
<u>n</u>	5 Net farm	profit (loss) (attach So	chedule F (Form 1040))	a tradio (attaori	otatomont)	5			
	6 Net gain	(loss) from Form 4797	7, Part II, line 17 (attach Forr	n 4797)		6			
	7 Other inc	come (loss) (attach sta	tement)			7			
			lines 3 through 7			8			
			to partners) (less employm			9			
ŝ	10 Guarante 11 Repairs	eed payments to partn	ers			11			
ation						12			
Ē						13			
(see instructions for limitations)						14			
ructic	15 Interest					15			
e inst			n Form 4562)						
			ewhere on return			16c			
ons			nd gas depletion.)			17			
Deductions		•				18 19			
edu			ment)			20			
	_ Outer de	auduono (allaun sialei	попі)						
	21 Total de	ductions. Add the amo	ounts shown in the far right colu	mn for lines 9 thro	ough 20	21			
	22 Ordinary	business income (loss)	from trade or business activities	 Subtract line 21 	I trom line 8	22			

Part I	Short Torm Capital Gains and Lossos	Accete Hold One Veer or Lees

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basi (see instructions)	s (f) Gain or (loss) Subtract (e) from (d)
1						
2	Enter short-term gain or (loss), if any, from Sch	nedule D-1 (Form	1065), line 2		2	
3	Short-term capital gain from installment sales f	rom Form 6252, I	ine 26 or 37		3	
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824		4	
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships			ecially allocated	short-term 5	
6	Net short-term capital gain or (loss). Cor Form 8865, Schedule K, line 8 or 11		•	umn (f). Enter h		
Pai	rt II Long-Term Capital Gains and Loss				•	
	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basi (see instructions)	s (f) Gain or (loss) Subtract (e) from (d)
7						
8	Enter long-term gain or (loss), if any, from Scho	edule D-1 (Form	1065), line 8		8	
9	Long-term capital gain from installment sales fr	rom Form 6252, li	ne 26 or 37		9	
10	Long-term capital gain (loss) from like-kind exc	10				
11	Partnership's share of net long-term capita gains (losses), from other partnerships, estate	• ,	•	allocated long-t	•	
12	Capital gain distributions				12	
13	Net long-term capital gain or (loss). Com Form 8865, Schedule K, line 9a or 11	bine lines 7 thr	ough 12 in col	umn (f). Enter h	ere and on	

Form **8865** (2010)

JSA 0X1912 2.000

2679BD D15X V 10-8.2 010 Form 8865 (2010) Page **4**

FUIII 660					raye -
Sched	lule K			Total amount	
	1	Ordinary business income (loss) (page 2, line 22)	1		
	2	Net rental real estate income (loss) (attach Form 8825)	2		
Income (Loss)	3 a	Other gross rental income (loss)			
	b	Expenses from other rental activities (attach statement) 3b			
	С	Other net rental income (loss). Subtract line 3b from line 3a	3с		
	4	Guaranteed payments	4		
	5	Interest income	5		
	6	Dividends: a Ordinary dividends	6a		
			va		
	_	b Qualified dividends 6b	7		
<u>n</u>	7	Royalties			
	8	Net short-term capital gain (loss)	8		
	9 a	Net long-term capital gain (loss)	9a		
	b	Collectibles (28%) gain (loss)			
	С	Unrecaptured section 1250 gain (attach statement)			
	10	Net section 1231 gain (loss) (attach Form 4797)	10		
	11	Other income (loss) (see instructions) Type	11		
S	12	Section 179 deduction (attach Form 4562)	12		
ou	13 a	Contributions	13a		
Deductions	b	Investment interest expense	13b		
np∈	С		13c(2)		
ă	d	Other deductions (see instructions) Type	13d		
×		Net earnings (loss) from self-employment	14a		
Self- Employ- ment					
			14b		
		Gross nonfarm income			
		Low-income housing credit (section 42(j)(5))			
છ	b	• , ,	15b		
Credits	С	' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' '	15c		
S	d	Other rental real estate credits (see instructions) Type ▶	15d		
	е	Other rental credits (see instructions) Type ▶	15e		
	f	Other credits (see instructions) Type ▶	15f		
	16 a	Name of country or U.S. possession ▶			
			16b		
တ္	С		16c		
Foreign Transactions		Foreign gross income sourced at partnership level			
act	d		16f		
ıns	-	Deductions allocated and apportioned at partner level			
Tra	q		16h		
gu	9	Deductions allocated and apportioned at partnership level to foreign source income			
rei	i		16k		
Ъ	:	Total foreign taxes (check one): Paid Accrued	16I		
	m				
	n	Other foreign tax information (attach statement)	16m		
			17a		
o XX o	17 a				
tiv T em	D	Adjusted gain or loss	17b		
rna iun) It	C	Depletion (other than oil and gas)	17c		
He MT	d	Oil, gas, and geothermal properties - gross income	17d		
Alternative Minimum Tax (AMT) Items	е	Oil, gas, and geothermal properties - deductions	17e		
	f	Other AMT items (attach statement)	17f		
	18 a	Tax-exempt interest income	18a		
ion	b	Other tax-exempt income	18b		
nati	С	Nondeductible expenses	18c		
υm	19 a	Distributions of cash and marketable securities	19a		
Other Information	b	Distributions of other property	19b		
er	20 a	Investment income	20a		
돥	b	Investment expenses	20b		
_	С	Other items and amounts (attach statement)			

JSA 0X1913 2.000

Form 8865 (2010)

Schedule L

Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

Beginning of tax year

End of tax year

	<u> </u>	Beginnin	g of tax year	End of	tax year
	Assets	(a)	(b)	(c)	(d)
1	Cash				
2 a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)				
7	Mortgage and real estate loans				
8	Other investments (attach statement)				
9 a	Buildings and other depreciable assets				
b	Less accumulated depreciation				
10 a	Depletable assets				
	Less accumulated depletion				
11	Land (net of any amortization)				
12 a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
13	Other assets (attach statement)				
14	Total assets				
	Liabilities and Capital				
15	Accounts payable				
16	Mortgages, notes, bonds payable in less than 1 year				
17	Other current liabilities (attach statement)				
18	All nonrecourse loans				
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement)				
21	Partners' capital accounts				
22	Total liabilities and capital				

010

Form 8865 (2010) Page **6**

Sch	nedule M Balance Sheets for Interest Alloca	tion		
			(a) Beginning of tax year	(b) End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
b	General category		-	
С	Other (attach statement)			
Sch	nedule M-1 Reconciliation of Income (Loss)	per Books With	Income (Loss) per Return.	(Not required if Item G9, page
	1, is answered "Yes.")			
		6 In	come recorded on books this	
1	Net income (loss) per books	ye	ar not included on Schedule K,	
2	Income included on Schedule K,	lin	es 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a Ta	x-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7 De	ductions included on Schedule	
3	Guaranteed payments (other	K,	lines 1 through 13d, and 16l not	
	than health insurance)	ch	arged against book income this	
4	Expenses recorded on books	ye	ar (itemize):	
	this year not included on	a De	epreciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
а	Depreciation \$			
b	Travel and entertainment \$	8 Ā	Id lines 6 and 7	
		9 In	come (loss). Subtract line 8	
5	Add lines 1 through 4		om line 5	
	nedule M-2 Analysis of Partners' Capital Acco			swered "Yes.")
1	Balance at beginning of year	6 Di	stributions: a Cash	
2	Capital contributed:		b Property	
	a Cash	7 01	her decreases (itemize):	
	b Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
	,		Id lines 6 and 7	
			lance at end of year. Subtract	
5	Add lines 1 through 4		e 8 from line 5	

Form 8865 (2010) Page **7**

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	, , ,				
4					
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
	Purchases of tangible proper ty other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
	Rents, royalties, and license fees paid				
	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

SCHEDULE O (Form 8865) Department of the Treasury

Transfer of Property to a Foreign Partnership

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

91-0793881

OMB No. 1545-1668

Internal Revenue Service Name of transferor

CASEY FAMILY PROGRAMS

Filer's identifying number

Name of foreign partnership INVESCO ASIA REAL ESTATE FUND I, LP

Part I **Transfers Reportable Under Section 6038B** (b) Number of (c) Fair market (e) Section 704(c) (g) (a) Date of (d) (f) Percentage interest Type of Cost or other Gain recognized on transfer allocation property items value on date in partnership after transfer basis transferred of transfer method transfer Cash 02/25/2010 56,000. 13.270 Marketable securities Inventory Tangible property used in trade or business Intangible property Other property Supplemental Information Required To Be Reported (see instructions): Part II **Dispositions Reportable Under Section 6038B** (b) Date of (f) Depreciation (e) Gain (h) (c) (d) (g) Depreciation Type of Date of recapture recognized Gain allocated Manner of original recognized by recapture allocated property disposition disposition to partner partnership transfer to partner by partnership Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or X No section 904(f)(5)(F)?

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2010

ID NUMBER FOR PERS DIR PTNR

CHECK IF:

Χ

Χ

ATTACHMENT 1

98-0612575

FORM 8865, PAGE 2 DETAIL

SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST

NAME
INVESCO ASIA REAL ESTATE FEEDER FUND I, LP
ADDRESS
P.O. BOX

P.O. BOX 31106

89 NEXUS WAY CAMANA BAY GRAND CAYMAN, KY1-1205

CJ

ATTACHMENT 1

ATTACHMENT 2

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-1 - CERTAIN PARTNERS OF FOREIGN PARTNERSHIP

CHECK IF:

NAME ADDRESS

ID NUMBER FOR PERS

THE MISSOURI LOCAL AREA GOVENMENT EMPLOYEES RETIREMENT SYSTEM

701 WEST MAIN STREET

43-0920919

JEFFERSON CITY

MO 65101

2679BD D15X V 10-8.2 010

ATTACHMENT 3

ATTACHMENT 3

FORM 8865, PAGE 2 DETAIL

NAME	ADDRESS		TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
INVESCO ASIA EX-JAPAN REAL ESTATE FUND I, LP	P.O. BOX 31106	98-0612574		X
C/O CITCO TRUSTEES (CAYMAN)LIMITED	89 NEXUS WAY CAMANA BAY			
	GRAND CAYMAN, KY1-1205			
	CJ			

2679BD D15X V 10-8.2 010

Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. See separate instructions.

OMB No. 1545-1668

Department of the Treasury

Information furnished for the foreign partnership's tax year

Attachment

nternal Reve	nue Service	l peg	inning ∪⊥/∪.	I/ZUIU , and	enaing 12/	31/2010			Sequence No.	. 118
Name of pers	son filing this r	eturn			File	er's identifyir	ng number			
CASEY E	FAMILY I	PROGRAMS				91	-079388	31		
		ot filing this form with y	our tax return)	A Category	of filer (see Cate	gories of File	rs in the instru	ctions and check	applicable box(e	es)):
	()	······g ····- ·	, ,	1 1	¬ ` ₂	X 3		4		**
							/2010		12/31/	/2010
				B Filer's tax	year beginning .	01/01	./2010	, and ending	12/51/	2010
S Fileder	!:-!:	::: NI	.	01:6:1	<i>e.</i>	i A		O41		
		lities: Nonrecourse \$	•		nrecourse fina			Other \$		
	a member o	of a consolidated gro	oup but not the p	arent, enter the to		nation about t	ne parent:			
Name					EIN					
Address	S									
Informa	ition about c	ertain other partners	s (see instructions	s)				ı		
(1) Name			(2) Address		(3) Identifyir	na number	(4) Ch	eck applicable bo	. ,	
(1) Name			(2) / (au 000		(e) identifyii		Category 1	Category 2	Constructive owner	
•1 Name a	and address	of foreign partnersh	ip INVESCO	ASIA EX-J	APAN REAI	L ESTATE	FUND	2 EIN (if any)	
P.O. BC	OX 31106	5, 89 NEXUS	WAY CAMANA	A BAY				98-061	.2574	
, GRANI	CAYMAN	I, KY1-1205						3 Country un	der whose law	vs organized
CJ								CJ		
4 Date of		5 Principal place		al business	7 Principa	l business	8a Function	onal currency	8b Exchan	
organiz	alion	of business	activity	code number	activity REAL ES	STATE	U	SD	(see ins	su.)
01/16	6/2008	CJ	53	31390	INVESTMENT					
3 Provide	the followin	g information for the	foreign partners	hip's tax year:					1	
1 Name,	address, and	d identifying number	of agent (if any)	in the	2 Check if	the foreign p	artnership n	nust file:		
United 9	States		- , .,		Form 1042 Form 8804 Form 1065 or 1065-B					
										0 01 1000 B
					Service	Center wher	e Form 1065	or 1065-B is f	ilea:	
3 Name a	and address	of foreign partnersh	ip's agent in cou	ntry of	4 Name a	nd address o	f nerson(s) v	vith custody of	the books and	<u> </u>
	ation, if any	gp		,	records	of the foreigr	ı ṗartnerṡhip	, and the locati		
	TEES (CAYM				CITCO TRUSTE	ords, if differences (CAYMAN)				
		EXUS WAY CAMANA BA	AY		P.O. BOX 311	06, 89 NEXU	S WAY CAMAN	IA BAY		
, GRAND CA CJ	YMAN, KY1-1	1205			ľ	IAN, KY1-120	5			
					CJ				1 1	v
	, ,	llocations made by t	0 1	•					Yes	X No
		f Forms 8858, Inforr		U.S. Persons Wit	th Respect To	Foreign Disr	egarded Enti	ities,		
		ırn (see instructions)								
	•	ship classified under		•	J			ED LIMIT	ED PARTNI	ERSHIP
		own any separate u	ınits within the m	eaning of Regula	itions section 1	.1503-2(c)(3), (4), or			77
	(d)-1(b)(4)?							🕨	Yes	X No
	•	ip meet both of the 's total receipts for t	0 1		000 and		1			
		e partnership's total				31 million.	}	🕨	Yes	X No
If "Yes		mplete Schedules L					<u> </u>			
ign Here Only If You		nalties of perjury, I de								
re Filing		, it is true, correct, and of which preparer ha		aration of preparer	r (other than ge	neral partner	or limited liab	oility company m	nember) is base	ed on all
his Form Separately			, 3							
nd Not With										
our Tax leturn.	Signat	ure of general partner	or limited liability co	mpany member			Date			
	Print/Type p	oreparer's name		Preparer's signat	ture		Date	Check if	PT	ΓIN
Paid				Date			self-	1		
aiu								employe	d ▶∏	
_	Firm's nam	e >						employe		
Preparer Use Only	FIIIII S Halli								IN ►	

Page 2

Sc		nership of Partnership Interest. Che name, address, and U.S. taxpayer ide ructively own. See instructions.				you check n(s) whose
	a Owns a direct	interest b	Owns a const		Check if foreign	Check if direct
	ATTACHMENT 1		, ,		person	partner
Sc	thedule A-1 Certain Partners of	 Foreign Partnership (see instruction	ns)			
	Name	Address	Identifyin	g number (if a	any)	Check if foreign person
		ign person as a direct partner? Ile. List all partnerships (foreign or do directly owns a 10% interest.	mestic) in whic			No ip owns a
	Name	Address	EIN (if any))	Total ordinary income or loss	Check if foreign partnership
		t - Trade or Business Income income and expenses on lines 1a through 2	2 below. See the i	nstructions	for more inform	ation.
Income	5 Net farm profit (loss) (attach So6 Net gain (loss) from Form 4797	m line 1c her partnerships, estates, and trusts (attach	statement) *	1c 2 3 4 5 6 7		
	8 Total income (loss). Combine	lines 3 through 7		8 9		
Deductions (see instructions for limitations)	10 Guaranteed payments to partn 11 Repairs and maintenance 12 Bad debts 13 Rent 14 Taxes and licenses 15 Interest 16 a Depreciation (if required, attact b Less depreciation reported else 17 Depletion (Do not deduct oil a 18 Retirement plans, etc.	ewhere on return		10 11 12 13 14 15 16c 17 18		
Ded	20 Other deductions (attach state	ment) punts shown in the far right column for lines 9 thro		20		
		from trade or business activities. Subtract line 21	-	22		

Schedule D	Capital Gains and Losses	(Use Schedule D	-1 (Form 1	065) to list	additional t	transactions fo	or lines 1	1 and 7

(Examp	ption of property le: 100 shares "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other (see instruction		(f) Gain or (loss) Subtract (e) from (d
Enter short-term g	ain or (loss), if any, from	Schedule D-1 (Form	1065), line 2			2	
Short-term capital	gain from installment sale	es from Form 6252, I	ine 26 or 37			3	
Short-term capital	gain (loss) from like-kind	d exchanges from Fo	orm 8824			4	
·							
	are of net short-term es), from other partnersh					5	
	capital gain or (loss).						
	dule K, line 8 or 11					6	
							•
	n Capital Gains and L	osses - Assets He	eld More Than (One Year			
Long-Term (a) Descri	n Capital Gains and Leption of property le: 100 shares "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other (see instruction		
Long-Term (a) Descri	ption of property le: 100 shares	(b) Date acquired	(c) Date sold	(d) Sales price			
Long-Term (a) Descri	ption of property le: 100 shares	(b) Date acquired	(c) Date sold	(d) Sales price			
Long-Term (a) Descri	ption of property le: 100 shares	(b) Date acquired	(c) Date sold	(d) Sales price			
Long-Term (a) Descri	ption of property le: 100 shares	(b) Date acquired	(c) Date sold	(d) Sales price			
Long-Term (a) Descri	ption of property le: 100 shares	(b) Date acquired	(c) Date sold	(d) Sales price			
Long-Term (a) Descri	ption of property le: 100 shares	(b) Date acquired	(c) Date sold	(d) Sales price			
t II Long-Term (a) Description (Example of	ption of property le: 100 shares	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price			
Long-Term (a) Description (Example of	ption of property le: 100 shares "Z" Co.) ain or (loss), if any, from S	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price		8	
Ell Long-Term (a) Description of the second	ption of property le: 100 shares "Z" Co.) ain or (loss), if any, from S gain from installment sale	(b) Date acquired (month, day, year) Schedule D-1 (Form 2) es from Form 6252, li	(c) Date sold (month, day, year)	(d) Sales price		8 9	
Enter long-term ga	ption of property le: 100 shares "Z" Co.) ain or (loss), if any, from S	(b) Date acquired (month, day, year) Schedule D-1 (Form 2) es from Form 6252, li	(c) Date sold (month, day, year)	(d) Sales price		8	
Enter long-term ga Long-term capital Long-term capital Partnership's sha	ption of property le: 100 shares "Z" Co.) ain or (loss), if any, from S gain from installment sale	(b) Date acquired (month, day, year) Schedule D-1 (Form 2) es from Form 6252, li exchanges from Form pital gain (loss), incompleted (month, day, year)	(c) Date sold (month, day, year) 1065), line 8 ne 26 or 37 m 8824 cluding specially	(d) Sales price (see instructions)	erm capital	8 9	
Enter long-term ga Long-term capital Long-term capital Partnership's sha	potion of property le: 100 shares "Z" Co.) ain or (loss), if any, from S gain from installment sale gain (loss) from like-kind re of net long-term ca m other partnerships, es	(b) Date acquired (month, day, year) Schedule D-1 (Form 2) es from Form 6252, li exchanges from Form pital gain (loss), incompleted (month, day, year)	(c) Date sold (month, day, year) 1065), line 8 ne 26 or 37 m 8824 cluding specially	(d) Sales price (see instructions)	erm capital	8 9 10	(f) Gain or (loss) Subtract (e) from (d
Enter long-term ga Long-term capital Long-term capital Partnership's sha gains (losses), from Capital gain distributions.	potion of property le: 100 shares "Z" Co.) ain or (loss), if any, from S gain from installment sale gain (loss) from like-kind re of net long-term ca m other partnerships, es	(b) Date acquired (month, day, year) Schedule D-1 (Form 2) es from Form 6252, li exchanges from Form pital gain (loss), includes, and trusts Combine lines 7 thr	(c) Date sold (month, day, year) 1065), line 8 ne 26 or 37 m 8824 cluding specially	(d) Sales price (see instructions) allocated long-to-	erm capital ere and on	8 9 10	

JSA 0X1912 2.000

2679BD D15X V 10-8.2 010 Form 8865 (2010) Page **4**

F01111 000			I		raye -
Sched	lule K	Partners' Distributive Share Items		Total amount	
	1	Ordinary business income (loss) (page 2, line 22)	1		
	2	Net rental real estate income (loss) (attach Form 8825)	2		
	3 a	Other gross rental income (loss) 3a			
	b	Expenses from other rental activities (attach statement) 3b			
	С	Other net rental income (loss). Subtract line 3b from line 3a	3с		
_	4	Guaranteed payments	4		
ss)	5	Interest income	5		
Income (Loss)	6	Dividends: a Ordinary dividends	6a		
) ət	•		Va		
Ö	-	b Qualified dividends 6b	7		
luc	7	Royalties			
	8	Net short-term capital gain (loss)	8		
	9 a	Net long-term capital gain (loss)	9a		
		Collectibles (28%) gain (loss)			
		Unrecaptured section 1250 gain (attach statement)			
		Net section 1231 gain (loss) (attach Form 4797)	10		
		Other income (loss) (see instructions) Type	11		
S	12	Section 179 deduction (attach Form 4562)	12		
ono	13 a	Contributions	13a		
Ē	b	Investment interest expense	13b		
Deductions	С		13c(2)		
ă	d	Other deductions (see instructions) Type	13d		
×			14a		
elf-	1 -1 a	Gross farming or fishing income			
Self- Employ- ment	b	Gross farming or fishing income	14b		
		Gross nonfarm income			
		0 (0,(),	15a		
ß	b	• , , , , , , , , , , , , , , , , , , ,	15b		
Credits	С	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c		
Ç	d	Other rental real estate credits (see instructions) Type ▶	15d		
	е	Other rental credits (see instructions) Type ▶	15e		
	f	Other credits (see instructions) Type ▶	15f		
	16 a	Name of country or U.S. possession			
			16b		
တ္	С	Gross income sourced at partner level	16c		
Transactions		Foreign gross income sourced at partnership level			
act	d		16f		
ıns	_	Deductions allocated and apportioned at partner level			
Tra	q	Interest expense ▶ h Other	16h		
ug	9	Deductions allocated and apportioned at partnership level to foreign source income	1011		
Foreign		Passive category ▶ j General category ▶ k Other (attach statement) ▶	16k		
Го	:		16I		
	m				
		Other foreign tax information (attach statement)	16m		
			4=.		
ω× σ	17 a	Post-1986 depreciation adjustment	17a		
tive Ta	b	Adjusted gain or loss	17b		
ur ur It	С	Depletion (other than oil and gas)	17c		
Alternative Minimum Tax (AMT) Items	d	Oil, gas, and geothermal properties - gross income	17d		
₽₹₹	е	Oil, gas, and geothermal properties - deductions	17e		
	f	Other AMT items (attach statement)	17f		
	18 a	Tax-exempt interest income	18a		
ou	b	Other tax-exempt income	18b		
ati	С	Nondeductible expenses	18c		
m	19 a	Distributions of cash and marketable securities	19a		
Other Information	b	Distributions of other property	19b		
er.	20 a	Investment income	20a		
Ę.		Investment expenses	20b		
J		Other items and amounts (attach statement)			

JSA 0X1913 2.000

Form 8865 (2010) Page 5 Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.") Schedule L Beginning of tax year End of tax year **Assets** (a) (b) (d) Cash 2 a Trade notes and accounts receivable **b** Less allowance for bad debts Inventories 3 4 U.S. government obligations Tax-exempt securities 5 6 Other current assets (attach statement) Mortgage and real estate loans 7 8 Other investments (attach statement) 9 a Buildings and other depreciable assets **b** Less accumulated depreciation 10 a Depletable assets **b** Less accumulated depletion Land (net of any amortization) 11 **12 a** Intangible assets (amortizable only) **b** Less accumulated amortization Other assets (attach statement) 13 14 Total assets **Liabilities and Capital** 15 Accounts payable 16 Mortgages, notes, bonds payable in less than 1 year 17 Other current liabilities (attach statement) 18 All nonrecourse loans 19 Mortgages, notes, bonds payable in 1 year or more 20 Other liabilities (attach statement) 21 Partners' capital accounts

Form **8865** (2010)

22

Total liabilities and capital

Form 8865 (2010) Page **6**

	0000 (2010)			1 age 🗸
Scl	hedule M Balance Sheets for Inter	est Allocation		
			(a) Beginning of tax year	(b) End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
	General category			
	Other (attach statement)			
	nedule M-1 Reconciliation of Incor	ne (Loss) per Books With Ir	come (Loss) per Return. (Not required if Item G9, page
	1, is answered "Yes.")	((/	1
	, ,	6 Inco	me recorded on books this	
1	Net income (loss) per books		not included on Schedule K,	
2	Income included on Schedule K.		s 1 through 11 (itemize):	
2	1			
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a rax-	-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7 Dedu	uctions included on Schedule	
3	Guaranteed payments (other	K, lir	nes 1 through 13d, and 16I not	
	than health insurance)	char	ged against book income this	
4	Expenses recorded on books	year	(itemize):	
	this year not included on	a Dep	reciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
а	Depreciation \$			
	Travel and entertainment \$	8 Add	lines 6 and 7	
~			me (loss). Subtract line 8	
5	Add lines 1 through 4		line 5	
	hedule M-2 Analysis of Partners' Ca	unital Accounts (Not require	d if Item G0 nage 1 is ans	wered "Ves ")
				·
1	Balance at beginning of year	6 Dist	ributions: a Cash	
2	Capital contributed:		b Property	
	a Cash	7 Othe	er decreases (itemize):	
	b Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
		8 Add	lines 6 and 7	
			ance at end of year. Subtract	
5	Add lines 1 through 4		8 from line 5	

Form 8865 (2010) Page **7**

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

_				() ()	
	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible proper ty other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

ATTACHMENT 1

FORM 8865, PAGE 2 DETAIL

SCHEDULE A - CONSTRUCTIVE	OWNERSHIP	OF	PARTNERSHIP	INTEREST
---------------------------	-----------	----	-------------	----------

			CHECK I				
NAME	ADDRESS	ID NUMBER	FOR PERS	DIR PTNR			
INVESCO ASIA REAL ESTATE FUND I, LP	P.O. BOX 31106	98-0612576	X	X			
C/O CITCO TRUSTEES (CAYMAN)LIMITED	89 NEXUS WAY CAMANA BAY						
	GRAND CAYMAN, KY1-1205						
	CJ						
INVESCO ASIA REAL ESTATE FEEDER FUND I, LP	P.O. BOX 31106	98-0612575	X				
	89 NEXUS WAY CAMANA BAY						
	GRAND CAYMAN, KY1-1205						
	CJ						

Form **5471**

(Rev. December 2007)

Information Return of U.S. Persons With Respect To Certain Foreign Corporations

► See separate instructions.

Department of the Treasury Inform section

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01/2010, and ending 12/31/2010

OMB No. 1545-0704

Attachment Sequence No. **121**

Name of person filing this return								A Identi	fying numbe	r	
CASEY FAMILY P	ROGRAMS								91-079	3881	
Number, street, and room or suite	no. (or P.O. box num	ber if mail is no	ot delivered	to street a	nddress)	B Category of filer (See instructions. Check applicable box(es)):					
2001 EIGHTH AV	E, SUITE	2700				1 (repealed) 2 3 X 4 5 X					
City or town, state, and ZIP code						C Enter	the total percer		oreign corpora	ation's votin	g stock
SEATTLE			WZ	A 981	21-264						42.860%
Filer's tax year beginning 01	/01/2010	, and	d ending	12/3	1/2010						
D Person(s) on whose behalf the	nis information return	s filed:									
									(4) Chec	k applicable	e box(es)
(1) Name			(2)	Address			(3) Identifyi	ng number	Shareholder	Officer	Director
Important: Fill in all ap	oplicable lines i	and sched	ules. All	l inform	ation mus	st be in	English. A	All amour	its must b	e state	d
	lars unless oth	erwise ind	icated.								
1a Name and address of for	eign corporation							b Employ	er identifica	tion numb	er, if any
INVESCO ASIAN RE		PARTNERS	II US	D FEE	DER				573913		
P.O. BOX 309 UGI	AND HOUSE							c Country	under whose	laws incorp	orated
	Y1-1104 CJ								AN ISLA		
d Date of incorporation	e Principal place	of business	f Princi	ipal busin code nu	ness activity Imber	g Prin	cipal busines	ss activity	h Function	al currenc	;y
03/26/2008	VARIOUS			53139	90	INVEST	MENT IN REAL	L ESTATE	USD		
2 Provide the following info		<u> </u>									
 Name, address, and iden in the United States 	tifying number of b	ranch office c	or agent (if	any)	b If a U.S.	income	tax return wa	s filed, ente	r:		
in the office otates					(i) Taxa	able inco	me or (loss)		(ii) U.S. inc		
NONE					(1) Tune				(aπer a	all credits)	
,											
- Name and address of face	:	_44	.:	4 !	-t Name or	ad addra	oo (including		anartment i	f applicab	lo\ of
 Name and address of fore country of incorporation 	ign corporation's st	atutory or res	sident agei	nt in			ss (including ns) with custo				
,							the location of				
O. I. I. I. A. Stook	of the Foreign	Carnarati									
Schedule A Stock of	of the Foreign	Corporati	OH			(h) N			and sutatan	din a	
() 5						` '	umber of sha	ires issued			
(a) Descrip	tion of each class o	f stock				eginning	of annual			of annual ting period	
COMMON							1.			3	1.
COMMON											т.
For Denominary Poduction A	at Nation and impto	etiono								174 (D-:	. 40 0007\
For Paperwork Reduction Ac	o induce, see instr	นนเบทร.							FOI 111 34	•1 (Re\	<i>r</i> . 12-2007)

Form 5471 (Rev. 12-2007) Page 2

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder. Note: This description should match the corresponding description entered in Schedule A, column (a).	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
CASEY FAMILY PROGRAMS	COMMON	1.	1.	
2001 EIGHTH AVE., SUITE 2700				
SEATTLE WA 98121				
91-0793881				42.86000
				1

Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

				Functional Currency	U.S. Dollars
	1 a	Gross receipts or sales	1a		
	b		1b		
	С	Subtract line 1b from line 1a	1c		
a)	2	Cost of goods sold	2		
ncome	3	Gross profit (subtract line 2 from line 1c)	3		
8	4	Dividends			
=	5	Interest			55.
	6 a	Gross rents	1		
	b	Gross royalties and license fees	6b		
	7	Net gain or (loss) on sale of capital assets			_
	8	Other income (attach schedule) ATTACHMENT 1	8		3,413,986.
	9	Total income (add lines 3 through 8)	9		3,414,041.
	10	Compensation not deducted elsewhere	10		
	11 a	Rents	11a		
	b	Royalties and license fees	11b		
S	12	Interest	12		
Ö	13	Depreciation not deducted elsewhere	13		
Deductions	14	Depletion	14		
ed	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15		
Δ	16	Other deductions (attach schedule - exclude provision for income, war			
		profits, and excess profits taxes) ATTACHMENT 2	16		511,906.
	17	Total deductions (add lines 10 through 16)	17		511,906.
4	18	Net income or (loss) before extraordinary items, prior period			
Ē		adjustments, and the provision for income, war profits, and excess			
Net Income		profits taxes (subtract line 17 from line 9)	18		2,902,135.
<u> </u>	19	Extraordinary items and prior period adjustments (see instructions)	19		
Š	20	Provision for income, war profits, and excess profits taxes (see instructions)	20		
_	21	Current year net income or (loss) per books (combine lines 18 through 20)	21		2,902,135.

Page 3 Form 5471 (Rev. 12-2007)

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued(see instructions)							
	(a)	Amount of tax					
	Name of country or U.S. possession	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars			
1 U.S.							
2 N/A							
3							
4							
5							
6							
7							
- T.							

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

for an exception for DASTM corporations.			
Assets		(a) Beginning of annual	(b) End of annual
		accounting period	accounting period
1 Cash		437,856.	209,454.
2a Trade notes and accounts receivable	2a		
b Less allowance for bad debts	2b	((
3 Inventories	3		
4 Other current assets (attach schedule)	4		
5 Loans to shareholders and other related persons	5		
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule) ATTACHMENT 3		2,177,746.	7,961,257.
8a Buildings and other depreciable assets			
b Less accumulated depreciation		((
9a Depletable assets			
b Less accumulated depletion		((
10 Land (net of any amortization)	I		,
11 Intangible assets:			
a Goodwill	11a		
b Organization costs			
c Patents, trademarks, and other intangible assets	I		
			1
d Less accumulated amortization for lines 11a, b, and c		99,666.	291,348.
12 Other assets (attach schedule) ATTACHMENT 4	12	33,000.	231/310.
		2,715,268.	8,462,059.
13 Total assets	13	2,713,200.	0,402,000.
Liabilities and Shareholders' Equity			
14 Accounts payable	. 14	3,859.	7,324.
15 Other current liabilities (attach schedule)		·	,
16 Loans from shareholders and other related persons			
17 Other liabilities (attach schedule) ATTACHMENT 5		99,951.	
18 Capital stock:	17	33,3323	
·	40-		
a Preferred stock			
b Common stock		2,611,458.	8,454,735.
19 Paid-in or capital surplus (attach reconciliation) ATTACHMENT 6		2,011,100.	0,101,700.
20 Retained earnings		,	
21 Less cost of treasury stock	21	()	()
		2 715 260	0 460 050
22 Total liabilities and shareholders' equity	22	2,715,268.	8,462,059.

Form **5471** (Rev. 12-2007)

Form 5471 (Rev. 12-2007) Page 4 Other Information Schedule G Nο During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign 1 partnership? ATCH 7 X If "Yes," see the instructions for required attachment. X During the tax year, did the foreign corporation own an interest in any trust? 2 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate Χ from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)? If "Yes," you are generally required to attach Form 8858 for each entity (see instructions). During the tax year, was the foreign corporation a participant in any cost sharing arrangement? During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement? Schedule H **Current Earnings and Profits**(see instructions) **Important:** Enter the amounts on lines 1 through 5c in **functional**currency. 2,902,135. Current year net income or (loss) per foreign books of account Net adjustments made to line 1 to determine current earnings and profits Net Net according to U.S. financial and tax **Additions Subtractions** accounting standards (see instructions): a Capital gains or losses Depreciation and amortization Depletion Investment or incentive allowance Charges to statutory reserves Inventory adjustments f 3,413,986. h Other (attach schedule) ATCH 8 3 Total net additions 3,413,986. -511,851. 5 a Current earnings and profits (line 1 plus line 3 minus line 4) b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions) 5b -511,851. d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as -511,851. defined in section 989(b) and the related regulations (see instructions)) 5d 1.0000 Enter exchange rate used for line 5d Summary of Shareholder's Income From Foreign Corporation (see instructions) Schedule I Subpart F income (line 38b, Worksheet A in the instructions) 2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions) Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions) 3 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions) Factoring income 5 Total of lines 1 through 5. Enter here and on your income tax return. See instructions Dividends received (translated at spot rate on payment date under section 989(b)(1)) Exchange gain or (loss) on a distribution of previously taxed income

Form **5471** (Rev. 12-2007)

Yes

No

Was any income of the foreign corporation blocked?

If the answer to either question is "Yes," attach an explanation.

Did any such income become unblocked during the tax year (see section 964(b))?

SCHEDULE J (Form 5471)

(Rev. December 2005) Department of the Treasury Internal Revenue Service

Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

▶ Attach to Form 5471. See Instructions for Form 5471.

OMB No. 1545-0704

Name of person filing Form 547	1	Identifying number	
CASEY FAMILY PROGRAMS		91-0793881	

Name of foreign corporation

INVESCO ASIAN REAL ESTATE PARTNERS II USD FEEDER

Important. Enter amounts in Undistributed Earnings Not Previously Taxed (sections 959)			iously Taxed E&P (see in ons 959(c)(1) and (2) bala	structions) ances)	(d) Total Section 964(a) E&P	
functional currency.	(post-86 section 959(c)(3) balance)	(pre-87 section 959(c)(3) balance)	(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	(combine columns (a), (b), and (c))
1 Balance at beginning of year	-1,067,419.					-1,067,419.
2a Current year E&P						
b Current year deficit in E&P	511,851.					
Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)	-1,579,270.					
4 Amounts included under section 951(a) or reclassified under section 959(c) in current year	-1,379,270.					
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)						
 Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b) 	-1,579,270.					
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	-1,579,270.					-1,579,270.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 12-2005)

JSA 0X1665 1.000

SCHEDULE O (Form 5471)

(Rev. December 2005)

Department of the Treasury

Name of person filing Form 5471

Internal Revenue Service

Organization or Reorganization of Foreign Corporation, and Acquisitions and Dispositions of its Stock

► Attach to Form 5471. See Instructions for Form 5471.

OMB No. 1545-0704

Identifying number

91-0793881 CASEY FAMILY PROGRAMS Name of foreign corporation INVESCO ASIAN REAL ESTATE PARTNERS II USD FEEDER Important: Complete a separateSchedule O for each foreign corporation for which information must be reported. Part I To Be Completed by U.S. Officers and Directors (d) (c) Name of shareholder for whom Identifying number Date of original Date of additional Address of shareholder acquisition information is reported of shareholder 10% acquisition 10% acquisition Part II To Be Completed by U.S. Shareholders Note: If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person. Section A — General Shareholder Information (c) Date (if any) shareholder For shareholder's latest U.S. income tax return filed, indicate: last filed information (1) Type of return (enter form number) (3) return under section Name, address, and identifying number of Date return filed Internal Revenue Service Center 6046 for the foreign shareholder(s) filing this schedule where filed corporation CASEY FAMILY PROGRAMS 91-0793881 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121 990-PF 11/15/2011 EFILED Section B — U.S. Persons Who Are Officers or Directors of the Foreign Corporation (d) Check (b) (a) (c) appro-priate Name of U.S. officer or director Address Social security number box(es) Ofcr Dir Section C — Acquisition of Stock (e) (d) (b) (c) Number of shares acquired (a) Method of Class of stock Date of Name of shareholder(s) filing this schedule (1) acquisition acquired acquisition Directly Indirectly Constructively

2679BD D15X

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule O (Form 5471) (12-2005)

Schedule O (Form 5471) (Rev. 12	-2005)			Page 2
(f) Amount paid or value given		Name and	(g) d address of person from wh	om shares were acquired
		Section D —	Disposition of Sto	ck
(a)	(h)	(a)	(d)	(e) Number of shares disposed of

(a) Name of shareholder disposing of	(b) (c)	(d)	(e) Number of shares disposed of			
stock	Class of stock	Date of disposition	Method of on disposition	(1) Directly	(2) Indirectly	(3) Constructively
(f) Amount received	(g) Name and address of person to whom disposition of stock was made					
			·	·		

Section E — Organization or Reorganization of Foreign Corporation

(a) Name and address of tran-	(b) Identifying number (if any)	(c) Date of transfer	
CASEY FAMILY PROGRAMS			
2001 EIGHTH AVE, SUITE 2700	SEATTLE, WA 98121	91-0793881	VAR
			<u> </u>
(d) Assets transferred to foreign co	rporation	(e) Description of assets transfe	rred by, or notes or

Assets transferred to foreign corporation				
(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	securities issued by, foreign corporation		
1,372,357.	1,372,357.	NONE		
	(2) Fair market value	(2) Fair market value (3) Adjusted basis (if transferor was U.S. person)		

Section F — Additional Information

- (a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).
- (b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock
- (c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

Schedule O (Form 5471) (Rev. 12-2005)

511,906.

FORM 5471, PAGE 2 DETAIL

TOTAL

	ATTACHMENT 1
SCH C, LINE 8 - OTHER INCOME	
UNREALIZED GAINS	3,413,986.
TOTAL	3,413,986.
	ATTACHMENT 2
SCH C, LINE 16 - OTHER DEDUCTIONS	
MANAGEMENT FEES UNCONSUMMATED DEAL COSTS GENERAL AND ADMIN EXPENSES	494,495. 2,117. 15,294.

FORM 5471, PAGE 3 DETAIL

	BEGINNING US CURRENCY	ENDING US CURRENCY
	A	TTACHMENT 3
SCH F, LINE 7 - OTHER INVESTMENTS		
REAL ESTATE INVESTMENT AT FAIR VALU	2,177,746.	7,961,257.
TOTALS	2,177,746.	7,961,257.
	A	TTACHMENT 4
SCH F, LINE 12 - OTHER ASSETS		
OTHER ASSETS DUE FROM PARALLEL FUNDS	99,666.	101,984. 189,364.
TOTALS	99,666.	291,348.
	<u>A</u>	TTACHMENT 5
SCH F, LINE 17 - OTHER LIABILITIES		
DUE TO PARALLEL FUNDS	99,951.	
TOTALS	99,951.	
	A	TTACHMENT 6
SCH F, LINE 19 - PAID-IN OR CAP SURPLUS		
NET ASSETS	2,611,458.	8,454,735.
TOTALS	2,611,458.	8,454,735.

ATTACHMENT 7

FORM 5471, PAGE 4 DETAIL

SCH G, LINE 1 - 10% OWNED FOREIGN PARTNERSHIPS

PARTNERSHIP NAME FEIN RETURN FILED TAX MATTER PARTNER TAX YR BEG TAX YR END

INVESCO ASIAN RE PARTNERS II FEEDER 26-0628586

01/01/2010 12/31/2010

ATTACHMENT 8

FORM 5471, PAGE 4 DETAIL

SCH H, LINE 2H - OTHER RECONCILING ITEMS NET ADDITIONS

NET SUBTRACTS

UNREALIZED GAINS

3,413,986.

TOTALS

3,413,986.

Form **926**

(Rev. December 2008)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. **128**

Part I U.S. Transferor Information (see instructions)	
ame of transferor Identifying number (see instructions)	
CASEY FAMILY PROGRAMS	91-0793881
 If the transferor was a corporation, complete questions 1a through If the transfer was a section 361(a) or (b) transfer, was the transfer 5 or fewer domestic corporations? 	eror controlled (under section 368(c)) by
If not, list the controlling shareholder(s) and their identifying number(s):	
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a consc	Sidated return was it the parent
corporation? If not, list the name and employer identification number (EIN) of the parent corporation:	
Name of parent corporation	EIN of parent corporation
d Have basis adjustments under section 367(a)(5) been made?	Yes No
2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.a List the name and EIN of the transferor's partnership:	actual transferor (but is not treated as such under section 367),
Name of partnership	EIN of partnership
THE RESOLUTE FUND II SIE, L.P.	98-0587497
b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes X No Yes X No	
Part II Transferee Foreign Corporation Information (see in	nstructions)
3 Name of transferee (foreign corporation)	4 Identifying number, if any
MILESTONE AVIATION GROUP LIMITED 98-0657545 5 Address (including country) BLOCK 4. HARCOURT CENTER HARCOURT ROAD	
5 Address (including country) BLOCK 4, HARCOURT CENTER HARCOURT ROAD DUBLIN 2 EI	
6 Country code of country of incorporation or organization (see instructions)	
BD	
7 Foreign law characterization (see instructions)	
CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corporation? Yes X No	
For Paperwork Reduction Act Notice, see separate instructions.	

Form 926 (Rev. 12-2008) Page **2**

Part III Information Regarding Transfer of Property (see instructions) (b) Description of (c) Fair market value on (a) Date of (d) (e) Type of Cost or other Gain recognized on property transfer transfer property date of transfer basis VAR 328,185. Cash Stock and securities Installment obligations, account receivables or similar property Foreign currency or other property denominated in foreign currency Inventory Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) Tangible property used in trade or business not listed under another category Intangible property Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) Other property Supplemental Information Required To Be Reported (see instructions):

Form 926 (Rev. 12-2008) Page **3**

Part IV Additional Information Regarding Transfer of Property (see instructions) 9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer: _____ % **(b)** After . 3258 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 10 Indicate whether any transfer reported in Part III is subject to any of the following: 11 **a** Gain recognition under section 904(f)(3) Yes No Χ No **b** Gain recognition under section 904(f)(5)(F) Yes Χ c Recapture under section 1503(d) Yes No Χ Exchange gain under section 987 Yes X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? 12 Yes Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following: a Tainted property Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No **d** Any other income recognition provision contained in the above-referenced regulations Χ No Yes X No Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. 12-2008)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): Milestone Aviation Group Limited

EIN: 98-0657545

Block 4, Harcourt Center, Harcourt Road, Dublin 2

Ireland

Country of Incorporation: Bermuda

(ii): Transfer of security/asset in the \$328,185 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$328,185 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2008)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)	
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
 If the transferor was a corporation, complete questions 1a through If the transfer was a section 361(a) or (b) transfer, was the transfer or fewer domestic corporations? 	or controlled (under section 368(c)) by Yes No
	X Yes No
If not, list the controlling shareholder(s) and their identifying number	er(s):
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a consol corporation?	Yes No
If not, list the name and employer identification number (EIN) of the	e parent corporation:
Name of parent corporation EIN of parent corporation	
d Have basis adjustments under section 367(a)(5) been made?	
2 If the transferor was a partner in a partnership that was the	actual transferor (but is not treated as such under section 367),
complete questions 2a through 2d.	decidal dansieror (sacrie nec decida de caon ander cocaen cor),
a List the name and EIN of the transferor's partnership:	
Name of partnership	EIN of partnership
SIGULER GUFF BRIC OPPORTUNITES FUND II	26-1412879
b Did the partner pick up its pro rata share of gain on the transfer of	
c Is the partner disposing of its entire interest in the partnership?d Is the partner disposing of an interest in a limited partnership that is	Yes X No
securities market?	
Part II Transferee Foreign Corporation Information (see in	
3 Name of transferee (foreign corporation)	4 Identifying number, if any
FIRST LEADER HOLDINGS LIMITED FOREIGNUS	
5 Address (including country) 12TH FLOOR, RUTTONJEE HOUSE, 11 DUDDELL STREET	
HONG KONG HK Country code of country of incorporation or organization (see instru	uctions)
НК	•
7 Foreign law characterization (see instructions)	
CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corporation	
For Paperwork Reduction Act Notice, see separate instructions.	Form 926 (Rev. 12-2008)

Part III Information Regarding Transfer of Property (see instructions) (b) Description of (c) Fair market value on (a) Date of (d) (e) Type of Cost or other Gain recognized on property transfer transfer property date of transfer basis VAR 112,015. Cash Stock and securities Installment obligations, account receivables or similar property Foreign currency or other property denominated in foreign currency Inventory Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) Tangible property used in trade or business not listed under another category Intangible property Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) Other property Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions) 9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer: _____ % **(b)** After 1.11996 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 10 Indicate whether any transfer reported in Part III is subject to any of the following: 11 **a** Gain recognition under section 904(f)(3) Yes No Χ No **b** Gain recognition under section 904(f)(5)(F) Yes Χ c Recapture under section 1503(d) Yes No Χ Exchange gain under section 987 Yes X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? 12 Yes Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following: a Tainted property Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No **d** Any other income recognition provision contained in the above-referenced regulations Χ No Yes X No Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): First Leader Holdings Limited
 EIN: ForeignUS
 12th Floor, Ruttonjee House, 11 Duddell Street
 Hong Kong
 Country of Incorporation: Hong Kong

(ii): Transfer of security/asset in the \$112,015 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$112,015 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2008)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Name of transferor	Identify 1 / 1 / 1 / 1
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
1 If the transferor was a corporation, complete questions 1a through	
a If the transfer was a section 361(a) or (b) transfer, was the transfer	
5 or fewer domestic corporations?	
b Did the transferor remain in existence after the transfer?	No X Yes No
If not, list the controlling shareholder(s) and their identifying number	r(s):
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a consoli	dated return, was it the parent
corporation?	Yes No
corporation? If not, list the name and employer identification number (EIN) of the	parent corporation:
Name of parent corporation	EIN of parent corporation
Name of parent corporation	Lin of parent corporation
d Have basis adjustments under section 367(a)(5) been made?	Yes No
u riave basis adjustifiertis under section 307(a)(3) been made!	Yes No
2 If the transferor was a partner in a partnership that was the a	actual transferor (but is not treated as such under section 367),
complete questions 2a through 2d.	······································
a List the name and EIN of the transferor's partnership:	
Name of partnership	Fibl of newton cushin
Name of partnership	EIN of partnership
OTCHIED CHEE DDIG ODDODHINITHEG DIND IT	26 1412070
SIGULER GUFF BRIC OPPORTUNITES FUND II	26-1412879
b Did the partner pick up its pro rata share of gain on the transfer of p	
c Is the partner disposing of its entire interest in the partnership?	Yes X No
d Is the partner disposing of an interest in a limited partnership that is	<u> </u>
securities market?	
Part II Transferee Foreign Corporation Information (see ins	
3 Name of transferee (foreign corporation)	4 Identifying number, if any
SG BRIC SANTILLANA (OFFSHORE), LTD.	98-0642474
5 Address (including country)	1000
825 THIRD AVENUE, 10TH FLOOR NEW YORK, 1	
6 Country code of country of incorporation or organization (see instru	ctions)
CJ	
7 Foreign law characterization (see instructions)	
CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corporation	1?

Part III Information Regarding Transfer of Property (see instructions) (b) Description of (c) Fair market value on (a) Date of (d) (e) Type of Cost or other Gain recognized on property transfer transfer property date of transfer basis VAR 145,631. Cash Stock and securities Installment obligations, account receivables or similar property Foreign currency or other property denominated in foreign currency Inventory Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) Tangible property used in trade or business not listed under another category Intangible property Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) Other property Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions) 9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer: _____ % **(b)** After . 7348 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 10 Indicate whether any transfer reported in Part III is subject to any of the following: 11 **a** Gain recognition under section 904(f)(3) Yes No Χ No **b** Gain recognition under section 904(f)(5)(F) Yes Χ c Recapture under section 1503(d) Yes No Χ Exchange gain under section 987 Yes X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? 12 Yes Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following: a Tainted property Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No **d** Any other income recognition provision contained in the above-referenced regulations Χ No Yes X No Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): SG BRIC Santillana (Offshore) Ltd.
 EIN: 98-0642474
 825 Third Ave, 10th Floor
 New York, NY 10020
 Country of Incorporation: Grand Cayman

(ii): Transfer of security/asset in the \$145,631 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$145,631 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2008)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)	1
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
 1 If the transferor was a corporation, complete questions 1a through a If the transfer was a section 361(a) or (b) transfer, was the transfer 5 or fewer domestic corporations? b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying number 	eror controlled (under section 368(c)) by
Controlling shareholder	Identifying number
 c If the transferor was a member of an affiliated group filing a conso corporation? If not, list the name and employer identification number (EIN) of the 	Yes No
Name of parent corporation EIN of parent corporation	
 d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: 	
Name of partnership	EIN of partnership
OCM OPPORTUNITES FUND VIIB, L.P. b Did the partner pick up its pro rata share of gain on the transfer or c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that securities market?	Yes X No is regularly traded on an established
Part II Transferee Foreign Corporation Information (see in	nstructions)
 Name of transferee (foreign corporation) OCM OPPS VIIB (CAYMAN) 1 LTD. Address (including country) WALKER HOUSE, 87 M 	4 Identifying number, if any 98-0648938 IARY STREET
GEORGE TOWN GRAND CAYMAN KY1-9002 CJ 6 Country code of country of incorporation or organization (see inst	
7 Foreign law characterization (see instructions) CORP	
8 Is the transferee foreign corporation a controlled foreign corporati	
For Paperwork Reduction Act Notice, see separate instructions. Form 926 (Rev. 12	

Part III Information Regarding Transfer of Property (see instructions) (b) Description of (c) Fair market value on (a) Date of (d) (e) Type of Cost or other Gain recognized on property transfer transfer property date of transfer basis VAR 264,874. Cash Stock and securities Installment obligations, account receivables or similar property Foreign currency or other property denominated in foreign currency Inventory Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) Tangible property used in trade or business not listed under another category Intangible property Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) Other property Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions) 9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer: _____ % **(b)** After . 075747 Type of nonrecognition transaction (see instructions) ► IRS SECTION 351 10 Indicate whether any transfer reported in Part III is subject to any of the following: 11 **a** Gain recognition under section 904(f)(3) Yes No Χ No **b** Gain recognition under section 904(f)(5)(F) Yes Χ c Recapture under section 1503(d) Yes No Χ Exchange gain under section 987 Yes X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? 12 Yes Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following: a Tainted property Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No **d** Any other income recognition provision contained in the above-referenced regulations Χ No Yes X No Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): OCM OPPS VIIb (Cayman) 1 Ltd. EIN: 98-0648938 Walker House, 87 Mary Street, George Town Grand Cayman, Cayman Islands Country of Incorporation: Cayman Islands

(ii): Transfer of security/asset in the \$264,874 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$264,874 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2008)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)	.
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
 If the transferor was a corporation, complete questions 1a through If the transfer was a section 361(a) or (b) transfer, was the transfer or fewer domestic corporations? 	or controlled (under section 368(c)) by
	X Yes No
If not, list the controlling shareholder(s) and their identifying numbe	r(s):
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a consoli	dated return, was it the parent
corporation?	Yes No
If not, list the name and employer identification number (EIN) of the	parent corporation:
Name of parent corporation EIN of parent corporation	
d Have basis adjustments under section 367(a)(5) been made?	YesNo
2 If the transferor was a partner in a partnership that was the a	actual transferor (but is not treated as such under section 367),
complete questions 2a through 2d.	
a List the name and EIN of the transferor's partnership:	
Name of partnership	EIN of partnership
OCM OPPORTUNITES FUND VIIB, L.P.	20-8514102
b Did the partner pick up its pro rata share of gain on the transfer of p	partnership assets? X Yes No
c Is the partner disposing of its entire interest in the partnership?d Is the partner disposing of an interest in a limited partnership that is	Yes X No
securities market?	
Part II Transferee Foreign Corporation Information (see ins	structions)
3 Name of transferee (foreign corporation)	4 Identifying number, if any
OAKTREE OPPS ITW LTD. 5 Address (including country) WALKER HOUSE, 87 MA	98-0657364 RY STREET
GEORGE TOWN GRAND CAYMAN KY1-9002 CJ	
6 Country code of country of incorporation or organization (see instru	ctions)
<u>CJ</u>	
7 Foreign law characterization (see instructions)	
8 Is the transferee foreign corporation a controlled foreign corporation	n? Yes X No
For Paperwork Reduction Act Notice, see separate instructions.	1? Yes △ No Form 926 (Rev. 12-2008)

Part III Information Regarding Transfer of Property (see instructions) (b) Description of (c) Fair market value on (a) Date of (d) (e) Type of Cost or other Gain recognized on property transfer transfer property date of transfer basis VAR 614,961. Cash Stock and securities Installment obligations, account receivables or similar property Foreign currency or other property denominated in foreign currency Inventory Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) Tangible property used in trade or business not listed under another category Intangible property Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) Other property Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions) 9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer: _____ % **(b)** After .052379 Type of nonrecognition transaction (see instructions) ► IRS SECTION 351 10 Indicate whether any transfer reported in Part III is subject to any of the following: 11 **a** Gain recognition under section 904(f)(3) Yes No Χ No **b** Gain recognition under section 904(f)(5)(F) Yes Χ c Recapture under section 1503(d) No Yes Χ Exchange gain under section 987 Yes X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? 12 Yes Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following: a Tainted property Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No **d** Any other income recognition provision contained in the above-referenced regulations Χ No Yes X No Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): OAKTREE OPPS ITW LTD.

EIN: 98-0657364

Walker House, 87 Mary Street, George Town

Grand Cayman

Country of Incorporation: Cayman Islands

(ii): Transfer of security/asset in the \$614,961 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$614,961 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2008)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. **128**

Part I	U.S. Transferor Information (see instructions)	
	transferor	Identifying number (see instructions)
CASI	EY FAMILY PROGRAMS	91-0793881
1 If t	he transferor was a corporation, complete questions 1a through	1d.
	he transfer was a section 361(a) or (b) transfer, was the transfer	
5 c	or fewer domestic corporations?	
b Did	d the transferor remain in existence after the transfer?	X Yes No
lf r	not, list the controlling shareholder(s) and their identifying numbe	r(s):
	Controlling shareholder	Identifying number
COI	he transferor was a member of an affiliated group filing a consoli rporation? not, list the name and employer identification number (EIN) of the	Yes No
Name of parent corporation EIN of parent corporation		
d Ha	ave basis adjustments under section 367(a)(5) been made?	Yes No
COI	the transferor was a partner in a partnership that was the amplete questions 2a through 2d. It the name and EIN of the transferor's partnership:	actual transferor (but is not treated as such under section 367
-	Name of partnership	EIN of partnership
ZYTON	M ASIA PRIVATE CAPITAL FUND II,LP	98-0629004
	d the partner pick up its pro rata share of gain on the transfer of p	·
	the partner disposing of its entire interest in the partnership?	Yes X No
	the partner disposing of an interest in a limited partnership that is	
	curities market?	
Part II		
	ame of transferee (foreign corporation)	4 Identifying number, if any
	ARTNERS FUND ALPHA LIMITED	
	ldress (including country) MAPLES CORPORATE SE	ERVICES LIMITED P.O. BOX 309GT
	ND HOUSE GRAND CAYMAN, KY1-1104 CJ	
	ountry code of country of incorporation or organization (see instru	ictions)
<u>CJ</u>		
	reign law characterization (see instructions)	
	ORATION	-0 V
	the transferee foreign corporation a controlled foreign corporation rwork Reduction Act Notice, see separate instructions.	n? Yes $oxed{X}$ No Form 926 (Rev. 12-2008
. J upc		1 OIII 320 (Nev. 12-2000

JSA 0X2608 1.000

Part III Information Regarding Transfer of Property (see instructions) (b) Description of (c) Fair market value on (a) Date of (d) (e) Type of Cost or other Gain recognized on property transfer transfer property date of transfer basis VAR 120,546. Cash Stock and securities Installment obligations, account receivables or similar property Foreign currency or other property denominated in foreign currency Inventory Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) Tangible property used in trade or business not listed under another category Intangible property Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) Other property Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions) 9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer: _____ % **(b)** After 1.0336 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 10 Indicate whether any transfer reported in Part III is subject to any of the following: 11 **a** Gain recognition under section 904(f)(3) Yes No Χ No **b** Gain recognition under section 904(f)(5)(F) Yes Χ c Recapture under section 1503(d) Yes No Χ Exchange gain under section 987 Yes X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? 12 Yes Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following: a Tainted property Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No **d** Any other income recognition provision contained in the above-referenced regulations Χ No Yes X No Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): Cx Partners Fund Alpha Limited
 EIN: None
 Maples Corporate Services Limited
 P.O. Box 309GT, Ugland House
 Grand Cayman, Cayman Islands
 Country of Incorporation: Cayman Islands

(ii): Transfer of security/asset in the \$120,546 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$120,546 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2008)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Name of transferor	Identify to the control of the contr
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
1 If the transferor was a corporation, complete questions 1a through	
a If the transfer was a section 361(a) or (b) transfer, was the transfer	
5 or fewer domestic corporations?	
b Did the transferor remain in existence after the transfer?	X Yes No
If not, list the controlling shareholder(s) and their identifying numbe	r(s):
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a consoli	dated return, was it the parent
corporation? If not, list the name and employer identification number (EIN) of the	parent corporation:
Name of parent corporation	EIN of parent corporation
d Have basis adjustments under section 367(a)(5) been made?	Yes No
2 If the transferor was a partner in a partnership that was the a	actual transferor (but is not treated as such under section 367),
	ictual transferor (but is not treated as such under section 507),
complete questions 2a through 2d. a List the name and EIN of the transferor's partnership:	
Name of partnership	EIN of partnership
CARLYLE PARTNERS V SA1 CAYMAN, L.P.	98-0641121
b Did the partner pick up its pro rata share of gain on the transfer of p	partnership assets? Yes X No
c Is the partner disposing of its entire interest in the partnership?	Yes X No
d Is the partner disposing of an interest in a limited partnership that is	
securities market?	<u> </u>
Part II Transferee Foreign Corporation Information (see ins	
3 Name of transferee (foreign corporation)	4 Identifying number, if any
QC HOLDINGS I PARTICIPACOES S.A.	
5 Address (including country) AV.BRIG.FARIA LIMA,	3900 120 ANDAR ITAIM
BIBI-SAO PAULO SP BRAZIL 04.538-132 BR	
6 Country code of country of incorporation or organization (see instru	ctions)
BR	
7 Foreign law characterization (see instructions)	
CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corporation	n? Yes X No
For Panerwork Reduction Act Notice see senarate instructions	Form 926 (Poy 12 2008)

Part III Information Regarding Transfer of Property (see instructions) (b) Description of (c) Fair market value on (a) Date of (d) (e) Type of Cost or other Gain recognized on property transfer transfer property date of transfer basis 08/31/2010 538,916. Cash Stock and securities Installment obligations, account receivables or similar property Foreign currency or other property denominated in foreign currency Inventory Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) Tangible property used in trade or business not listed under another category Intangible property Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) Other property Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions) 9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer: % **(b)** After ⋅ 0 6 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 10 Indicate whether any transfer reported in Part III is subject to any of the following: 11 **a** Gain recognition under section 904(f)(3) Yes No Χ No **b** Gain recognition under section 904(f)(5)(F) Yes Χ c Recapture under section 1503(d) Yes No Χ Exchange gain under section 987 Yes X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? 12 Yes Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following: a Tainted property Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No **d** Any other income recognition provision contained in the above-referenced regulations Χ No Yes X No Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): QC Holdings I Participacoes S.A. EIN: None Av.Brig.Faria Lima, 3900 120 Andar Itaim Bibi-Sao Paulo, Brazil Country of Incorporation: Brazil

(ii): Transfer of security/asset in the \$538,916 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$538,916 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2008)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
 If the transferor was a corporation, complete questions 1a through a lift the transfer was a section 361(a) or (b) transfer, was the transferor fewer domestic corporations? b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying nur 	sferor controlled (under section 368(c)) by Yes No X Yes No
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a con	nsolidated return, was it the parent
corporation? If not, list the name and employer identification number (EIN) of	f the parent corporation:
Name of parent corporation	EIN of parent corporation
 d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: 	he actual transferor (but is not treated as such under section 367
Name of partnership	EIN of partnership
CARLYLE PARTNERS V (SCOT), L.P. b Did the partner pick up its pro rata share of gain on the transfer c Is the partner disposing of its entire interest in the partnership d Is the partner disposing of an interest in a limited partnership th securities market?	No nat is regularly traded on an established Yes No
Part II Transferee Foreign Corporation Information (see 3 Name of transferee (foreign corporation) APHG HOLDINGS 3 PTY LTD 5 Address (including country)	e instructions) 4 Identifying number, if any FOREIGNUS
LOO1 PENNSYLVANIA AVE NW WASHINGTON, 6 Country code of country of incorporation or organization (see in	
7 Foreign law characterization (see instructions) CORPORATION 9 Is the transferoe foreign corporation a controlled foreign corporation.	etion?
8 Is the transferee foreign corporation a controlled foreign corporation and Paperwork Reduction Act Notice, see separate instructions	ration?

Part III Information Regarding Transfer of Property (see instructions) (b) Description of (c) Fair market value on (a) Date of (d) (e) Type of Cost or other Gain recognized on property transfer transfer property date of transfer basis 10/12/2010 243,316. Cash Stock and securities Installment obligations, account receivables or similar property Foreign currency or other property denominated in foreign currency Inventory Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) Tangible property used in trade or business not listed under another category Intangible property Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) Other property Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions) 9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer: _____ % **(b)** After . 0227 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 10 Indicate whether any transfer reported in Part III is subject to any of the following: 11 **a** Gain recognition under section 904(f)(3) Yes No Χ No **b** Gain recognition under section 904(f)(5)(F) Yes Χ c Recapture under section 1503(d) Yes No Χ Exchange gain under section 987 Yes X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? 12 Yes Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following: a Tainted property Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No **d** Any other income recognition provision contained in the above-referenced regulations Χ No Yes X No Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): APHG Holdings 3 PTY LTD
EIN: ForeignUS
1001 Pennsylvania Ave NW
Washington, DC
Country of Incorporation: Australia

(ii): Transfer of security/asset in the \$243,316 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$243,316 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2008)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Case Pamility Programs 1 1 1 1 1 1 1 1 1	Part I U.S. Transferor Information (see instructions)	
If the transferor was a corporation, complete questions 1a through 1d. If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 of rever domestic corporations? Did the transferor remain in existence after the transfer? Controlling shareholder(s) and their identifying number(s): Controlling shareholder Controlling shareholder Controlling shareholder Identifying number Controlling shareholder Identifying number Controlling shareholder Identifying number Identifying number Controlling shareholder Identifying number Identifying number Controlling shareholder Identifying number Controlling shareholder Identifying number Controlling shareholder Identifying number Ide	Name of transferor	
a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder (s) and their identifying number(s): Controlling shareholder Controlli		
Controlling shareholder Identifying number Controlling shareholder Iden	a If the transfer was a section 361(a) or (b) transfer, was the transfer transfer transfer transfer transfer transfer transfer was a section 361(a) or (b) transfer, was the transfer tr	nsferor controlled (under section 368(c)) by Yes No
Controlling shareholder Controlling shareholder Identifying number		
c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership EIN of partnership EIN of partnership b Did the partner glosposing of its entire interest in the partnership? ves No c is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ves No d is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ves No Tartnership Address (including country) PO. BOX 309, SOUTH CHURCH STREET GEORGE TOWN GRAND CAYMAN, KY1-1205 CJ Foreign law characterization (see instructions) To Foreign law characterization (see instructions) S Is the transferee foreign corporation a controlled foreign corporation? X yes No	If not, list the controlling shareholder(s) and their identifying nu	mber(s):
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership Bin of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Part III Transferee Foreign Corporation Information (see instructions) 3 Name of transferee (foreign corporation Information (see instructions) 5 Address (including country) For Book Single Rand Cayman, Ky1-1205 CJ 6 Country code of country of incorporation or organization (see instructions) CJ Foreign law characterization (see instructions) CORPORATION 8 Is the transferee foreign corporation a controlled foreign corporation? X Yes No	Controlling shareholder	Identifying number
Corporation?		
Corporation?		
Corporation?		
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership Bin of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Part III Transferee Foreign Corporation Information (see instructions) 3 Name of transferee (foreign corporation Information (see instructions) 5 Address (including country) For Book Single Rand Cayman, Ky1-1205 CJ 6 Country code of country of incorporation or organization (see instructions) CJ Foreign law characterization (see instructions) CORPORATION 8 Is the transferee foreign corporation a controlled foreign corporation? X Yes No		
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corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership Bin of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Part III Transferee Foreign Corporation Information (see instructions) 3 Name of transferee (foreign corporation Information (see instructions) 5 Address (including country) For Book Single Rand Cayman, Ky1-1205 CJ 6 Country code of country of incorporation or organization (see instructions) CJ Foreign law characterization (see instructions) CORPORATION 8 Is the transferee foreign corporation a controlled foreign corporation? X Yes No		
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership Bin of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Part III Transferee Foreign Corporation Information (see instructions) 3 Name of transferee (foreign corporation Information (see instructions) 5 Address (including country) For Book Single Rand Cayman, Ky1-1205 CJ 6 Country code of country of incorporation or organization (see instructions) CJ Foreign law characterization (see instructions) CORPORATION 8 Is the transferee foreign corporation a controlled foreign corporation? X Yes No		
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership Bin of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Part III Transferee Foreign Corporation Information (see instructions) 3 Name of transferee (foreign corporation Information (see instructions) 5 Address (including country) For Book Single Rand Cayman, Ky1-1205 CJ 6 Country code of country of incorporation or organization (see instructions) CJ Foreign law characterization (see instructions) CORPORATION 8 Is the transferee foreign corporation a controlled foreign corporation? X Yes No		
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership Bin of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Part III Transferee Foreign Corporation Information (see instructions) 3 Name of transferee (foreign corporation Information (see instructions) 5 Address (including country) For Book Single Rand Cayman, Ky1-1205 CJ 6 Country code of country of incorporation or organization (see instructions) CJ Foreign law characterization (see instructions) CORPORATION 8 Is the transferee foreign corporation a controlled foreign corporation? X Yes No		
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Name of parent corporation Complete continued to the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No	corporation?	Yes X No
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b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Transferee Foreign Corporation Information (see instructions) No Part II Transferee Foreign Corporation Information (see instructions) No Part II Transferee Foreign Corporation Information (see instructions) A Identifying number, if any 98-0612575 Address (including country) P.O. BOX 309, SOUTH CHURCH STREET GEORGE TOWN GRAND CAYMAN, KY1-1205 CJ Country code of country of incorporation or organization (see instructions) CJ Foreign law characterization (see instructions) CORPORATION Is the transferee foreign corporation a controlled foreign corporation? X Yes No	a List the name and EIN of the transferor's partnership:	
c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Part II Transferee Foreign Corporation Information (see instructions) Name of transferee (foreign corporation) INVESCO ASIA REAL ESTATE FEEDER FUND I, LP Address (including country) P.O. BOX 309, SOUTH CHURCH STREET GEORGE TOWN GRAND CAYMAN, KY1-1205 CJ Country code of country of incorporation or organization (see instructions) CJ Foreign law characterization (see instructions) CORPORATION Investment of the partner interest in the partnership? Yes No Yes No	Name of partnership	EIN of partnership
c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Part II Transferee Foreign Corporation Information (see instructions) Name of transferee (foreign corporation) INVESCO ASIA REAL ESTATE FEEDER FUND I, LP Address (including country) P.O. BOX 309, SOUTH CHURCH STREET GEORGE TOWN GRAND CAYMAN, KY1-1205 CJ Country code of country of incorporation or organization (see instructions) CJ Foreign law characterization (see instructions) CORPORATION Investment of the partner interest in the partnership? Yes No Yes No		
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d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?		
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Transferee Foreign Corporation Information (see instructions) Name of transferee (foreign corporation) INVESCO ASIA REAL ESTATE FEEDER FUND I, LP Address (including country) P.O. BOX 309, SOUTH CHURCH STREET GEORGE TOWN GRAND CAYMAN, KY1-1205 CJ Country code of country of incorporation or organization (see instructions) CJ Foreign law characterization (see instructions) CORPORATION In transferee Foreign Corporation a controlled foreign corporation? X Yes No	, , ,	
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5 Address (including country) P.O. BOX 309, SOUTH CHURCH STREET GEORGE TOWN GRAND CAYMAN, KY1-1205 CJ 6 Country code of country of incorporation or organization (see instructions) CJ 7 Foreign law characterization (see instructions) CORPORATION 8 Is the transferee foreign corporation a controlled foreign corporation?		
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CORPORATION 8 Is the transferee foreign corporation a controlled foreign corporation?		
8 Is the transferee foreign corporation a controlled foreign corporation?	, , ,	
For Paperwork Reduction Act Notice, see Separate Instructions.	8 Is the transferee foreign corporation a controlled foreign corpo For Paperwork Reduction Act Notice, see separate instructions.	ration?

Part III Information Regarding Transfer of Property (see instructions) (b) Description of (c) Fair market value on (a) Date of (d) (e) Type of Cost or other Gain recognized on property transfer transfer property date of transfer basis 02/25/2010 55**,**999. Cash Stock and securities Installment obligations, account receivables or similar property Foreign currency or other property denominated in foreign currency Inventory Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) Tangible property used in trade or business not listed under another category Intangible property Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) Other property Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions) 9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer: (a) Before 30.979 % (b) After 31.284 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 10 Indicate whether any transfer reported in Part III is subject to any of the following: 11 **a** Gain recognition under section 904(f)(3) Yes No Χ No **b** Gain recognition under section 904(f)(5)(F) Yes Χ c Recapture under section 1503(d) Yes No Χ Exchange gain under section 987 Yes X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? 12 Yes Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following: a Tainted property Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No **d** Any other income recognition provision contained in the above-referenced regulations Χ No Yes X No Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): Invesco Asia Real Estate Feeder Fund I, LP EIN: 98-0612575
 P.O. Box 309, South Church Street, George Town Grand Cayman, Cayman Islands
 Country of Incorporation: Cayman Islands

(ii): Transfer of security/asset in the \$55,999 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 55,999 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

(Rev. December 2008)

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

If the transferor was a corporation, complete questions 1a through 1d. a If the transfer was a section 36 ((a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying number(s): Controlling shareholder Identifying number In the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation Identifying number Yes If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes I stee partner disposing of its entire interest in the partnership? I stee partner disposing of an interest in a limited partnership that is regularly traded on an established	Name of transferor	Identifying number (see instructions)
a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder Controlling shareholder Controlling shareholder Identifying number Ves If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation In the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section complete questions 2a through 2d. It the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section complete questions 2a through 2d. List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership EIN of partnership Ob Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Ves If is the partner disposing of its entire interest in the partnership? Ves Is the partner disposing of an interest in a limited partnership? Ves Is the partner disposing of an interest in a limited partnership that is regularly traded on an established	CASEY FAMILY PROGRAMS	91-0793881
c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? C Is the partner disposing of its entire interest in the partnership? 4 yes 4 yes 4 yes 5 Is the partner disposing of an interest in a limited partnership that is regularly traded on an established	 a If the transfer was a section 361(a) or (b) transfer, was the transfer 5 or fewer domestic corporations? b Did the transferor remain in existence after the transfer? 	ror controlled (under section 368(c)) by
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established	Controlling shareholder	Identifying number
corporation? If not, list the name and employer identification number (EIN) of the parent corporation: Name of parent corporation EIN of parent corporation d Have basis adjustments under section 367(a)(5) been made? 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established		
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2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section complete questions 2a through 2d. a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established		
a List the name and EIN of the transferor's partnership: Name of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? Yes d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established	2 If the transferor was a partner in a partnership that was the	
Name of partnership EIN of partnership b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established		
c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established		EIN of partnership
	 c Is the partner disposing of its entire interest in the partnership? d Is the partner disposing of an interest in a limited partnership that securities market? 	Yes No is regularly traded on an established Yes No
Part II Transferee Foreign Corporation Information (see instructions) 3 Name of transferee (foreign corporation) INVESCO ASIAN REAL ESTATE PARTNERS II (FEEDER 5 Address (including country) GRAND CAYMAN, KY1-1104 CJ 4 Identifying number, if any 98-0573913	3 Name of transferee (foreign corporation) INVESCO ASIAN REAL ESTATE PARTNERS II 5 Address (including country) P.O. BOX 309 UGLA	4 Identifying number, if any (FEEDER 98-0573913
6 Country code of country of incorporation or organization (see instructions) 7 Foreign law characterization (see instructions)	6 Country code of country of incorporation or organization (see instr	uctions)
PARTNERSHIP 8 Is the transferee foreign corporation a controlled foreign corporation?	PARTNERSHIP	on? X Yes No

Part III Information Regarding Transfer of Property (see instructions) (b) Description of (c) Fair market value on (a) Date of (d) (e) Type of Cost or other Gain recognized on property transfer transfer property date of transfer basis VAR 1,372,357. Cash Stock and securities Installment obligations, account receivables or similar property Foreign currency or other property denominated in foreign currency Inventory Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) Tangible property used in trade or business not listed under another category Intangible property Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) Other property Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions) 9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer: (a) Before 42.86 % (b) After 42.86 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 10 Indicate whether any transfer reported in Part III is subject to any of the following: 11 **a** Gain recognition under section 904(f)(3) Yes No Χ No **b** Gain recognition under section 904(f)(5)(F) Yes Χ c Recapture under section 1503(d) Yes No Χ Exchange gain under section 987 Yes X No Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? 12 Yes Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following: a Tainted property Yes No Χ **b** Depreciation recapture Nο Yes c Branch loss recapture Yes No **d** Any other income recognition provision contained in the above-referenced regulations Χ Yes X No Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? X No b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ 17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): Invesco Asian Real Estate Partners II (USD Feeder), LP EIN: 98-0573913
 P.O. Box 309, Ugland House Grand Cayman, Cayman Islands
 Country of Incorporation: Cayman Islands

(ii): Transfer of security/asset in the \$1,372,357 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 1,372,357 amount of

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)